


STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☒

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER Three Rivers 16-41-820				
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT UNDESIGNATED				
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME				
6. NAME OF OPERATOR AXIA ENERGY LLC						7. OPERATOR PHONE 720 746-5200				
8. ADDRESS OF OPERATOR 1430 Larimer Ste 400, Denver, CO, 80202						9. OPERATOR E-MAIL rsatre@axiaenergy.com				
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) ML-49319			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>				
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')				
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')				
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>				
20. LOCATION OF WELL	FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN			
LOCATION AT SURFACE	660 FNL 660 FEL		NENE	16	8.0 S	20.0 E	S			
Top of Uppermost Producing Zone	660 FNL 660 FEL		NENE	16	8.0 S	20.0 E	S			
At Total Depth	660 FNL 660 FEL		NENE	16	8.0 S	20.0 E	S			
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 660			23. NUMBER OF ACRES IN DRILLING UNIT 40				
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 0			26. PROPOSED DEPTH MD: 8477 TVD: 8477				
27. ELEVATION - GROUND LEVEL 4741			28. BOND NUMBER LPM9046682			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 49-2262 - RNI at Green River				
Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	12.25	9.625	0 - 900	36.0	J-55 LT&C	8.7	Class G	340	1.17	15.8
PROD	7.875	5.5	0 - 8477	17.0	N-80 LT&C	9.2	Premium Lite High Strength	283	3.38	11.0
							Premium Lite High Strength	1000	1.97	13.0
ATTACHMENTS										
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES										
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
NAME Don Hamilton			TITLE Permitting Agent (Buys & Associates, Inc)				PHONE 435 719-2018			
SIGNATURE			DATE 10/07/2011				EMAIL starpoint@etv.net			
API NUMBER ASSIGNED 43047521100000			APPROVAL  Permit Manager							

RECEIVED: December 07, 2011

DRILLING PLAN

Axia Energy
Three Rivers #16-41-820
NENE Sec 16 T8S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP	COMMENTS
Uinta	Surface	Possible H ₂ O
Green River	2,534'	Degraded Oil & Associated Gas w/ H ₂ O
Lwr Green River-G Gulch*	4,462'	Oil & Associated Gas
Wasatch*	6,419'	Oil & Associated Gas
TD	8,477' (MD)	8,477' (TVD)

NOTE: Datum, Ground Level (GL) Elevation: 4,741'; Asterisks (*) denotes target pay intervals

A) The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	20"				
SURFACE	12 1/4"	900'	9 5/8"	36#	J-55	LTC	0.0773
PRODUCTION	7 7/8"	8,477'	5 1/2"	17#	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
9 5/8"	8.921	8.765	2,020	3,520	564,000	394,000
5 1/2"	4.892	4.767	6,280	7,740	397,000	348,000

A) The State of Utah will be notified 24 hours prior to running casing, cementing, and BOPE testing

FLOAT EQUIPMENT

SURFACE (9 5/8):

Float Shoe, 1 JNT Casing, Float Collar
Centralizers: 1st 4 Joints: every joint
Remainder: every third joint

PRODUCTION (5 1/2):

Float Shoe, 1 JNT Casing, Float Collar
Centralizers: 1st 4 Joints: every joint
Remainder: every third joint 500' into surface casing

NOTE: 5 1/2" 17# N-80 or equivalent marker collar or casing joints will be placed approximately at the top of the Green River & Wasatch Formations.

3. CEMENT PROGRAM

CONDUCTOR (13 3/8):

Ready Mix – Cement to surface

SURFACE (9 5/8):

Cement Top: Surface
Slurry: 340 sacks Class G Cement + 0.027% bwoc Static Free + 2%
bwoc Calcium Chloride + 0.25 lbs/sack
Cello Flake + 44.3% Fresh Water

NOTE: The above volumes are based on a gauge-hole + 30% excess. Should any fall back of cement be witnessed, the casing will be cemented to surface with 1" pipe from the surface.

PRODUCTION (5 1/2):

Cement Top: Surface

Lead: 11.0 ppg – 957 cu ft – 3.38 yield - 283 sacks Premium Lite II
Cement + 0.05 lbs/sack Static Free + 0.2% bwoc R-3 + 3% bwow
Potassium Chloride + 0.25 lbs/sack Cello Flake + 5
lbs/sack Kol-Seal + 10% bwoc Bentonite + 0.5%
bwoc Sodium Metasilicate + 196.7% Fresh Water

Tail: 13.0 ppg – 1970 cu ft – 1.97 yield - 1000 sacks Premium Lite II
High Strength + 0.05 lbs/sack Static Free + 0.4% bwoc R-3 + 3%
bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 5
lbs/sack Kol-Seal + 0.7% bwoc FL-25 + 92.7% Fresh Water

NOTE: The above volumes are based on a gauge-hole + 30% excess. Caliper + 30% will be utilized in final cement volume calculations.

4. **PRESSURE CONTROL EQUIPMENT**

- A)** The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.
- B)** The BOPE shall be closed whenever the well is unattended.
- C)** BOPE Testing:
- BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.
 - All BOP tests will be performed with a test plug in place.
 - BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT
0 – 900'	13 5/8 Diverter with Rotating Head
900' – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

5. **MUD PROGRAM**

- A)** Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.
- B)** Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.
- Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS
SURF – 900' ±	8.4 – 8.7 ppg	32	NC	Spud Mud
900' – TD	8.6 – 9.2 ppg	40	NC	Potassium/Gel

NOTE: Mud weight increases will be dictated by hole conditions.

6. **ABNORMAL CONDITIONS**

- A)** No abnormal pressures or temperatures are anticipated.
- Estimated bottom hole pressure at TD will be approximately 3,671 psi (normal pressure gradient: 0.433 psi/ft).
 - Estimated maximum surface pressure will be approximately 1,805 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B)** No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 900'	Lost Circulation Possible
900' – TD	Lost Circulation Possible

7. AUXILIARY EQUIPMENT

- A) Choke Manifold
- B) Upper and lower kelly cock with handle available
- C) Stabbing valve
- D) Safety valve and subs to fit all string connections in use

8. SURVEY & LOGGING PROGRAMS

- A) Cores: None anticipated.
- B) Testing: None anticipated.
- C) Open Hole Logs: TD to top of Green River Formation: resistivity, neutron density, gamma ray and caliper.
- D) Mud Logs: Computerized un-manned - record and monitor gas shows and record drill times (normal mud logging duties).

9. HAZARDOUS MATERIALS

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities (TPQ), will be used, produced, stored, transported, or disposed of in association with the drilling of this well.

T8S, R20E, S.L.B.&M.**AXIA ENERGY**

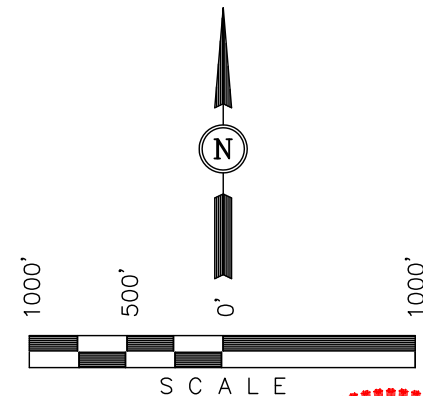
Well location, THREE RIVERS #16-41-820, located as shown in the NE 1/4 NE 1/4 of Section 16, T8S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

**CERTIFICATE**

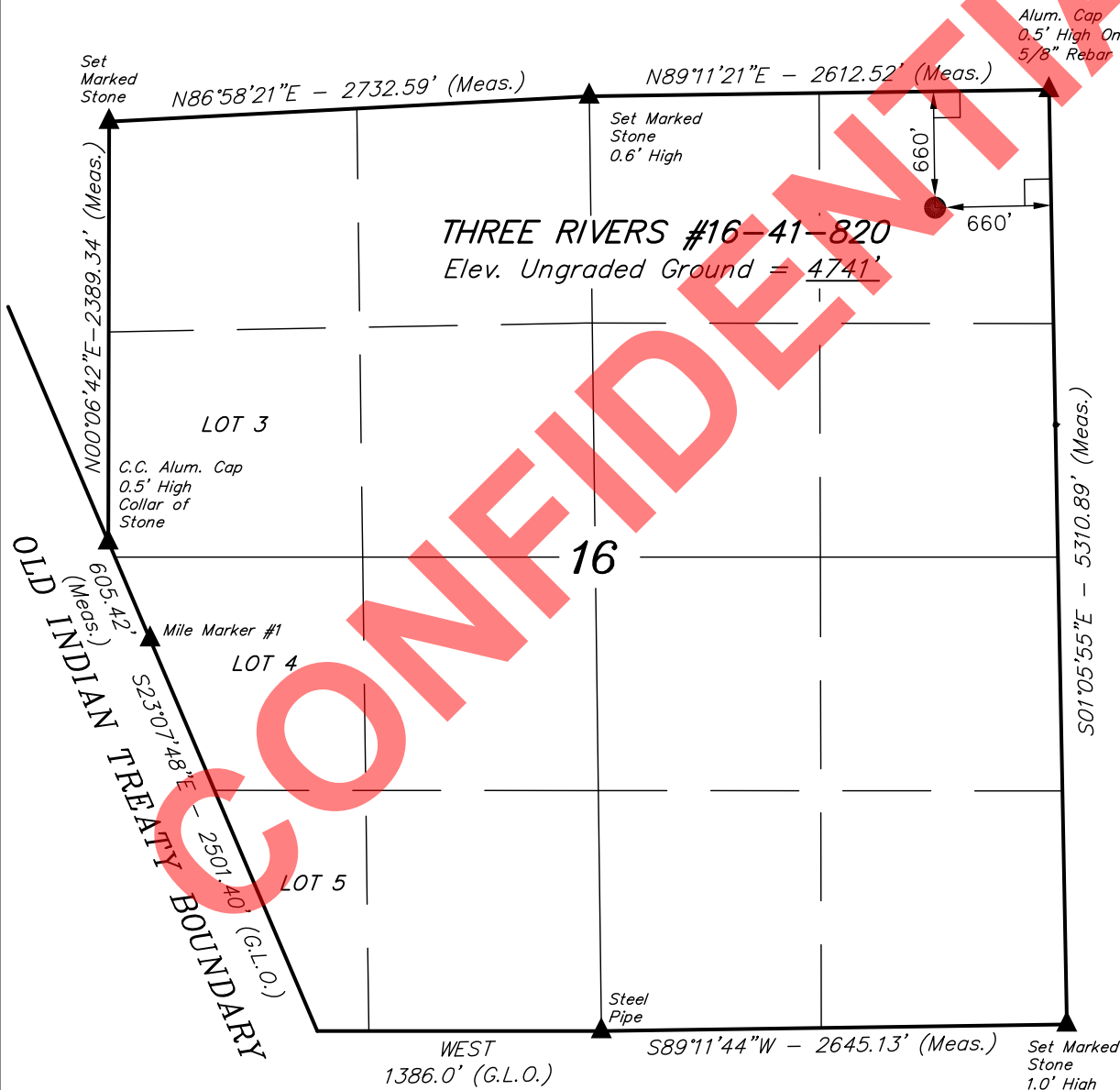
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

ROBERT L. KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH 09-27-11

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 09-06-11	DATE DRAWN: 09-14-11
PARTY M.A. S.W. C.A.G.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE AXIA ENERGY	

THREE RIVERS #16-41-820
Elev. Ungraded Ground = 4741'

**LEGEND:**

└─┘ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

(NAD 83)
LATITUDE = 40°07'41.13" (40.128092)
LONGITUDE = 109°39'58.55" (109.666264)
(NAD 27)
LATITUDE = 40°07'41.26" (40.128128)
LONGITUDE = 109°39'56.05" (109.665569)

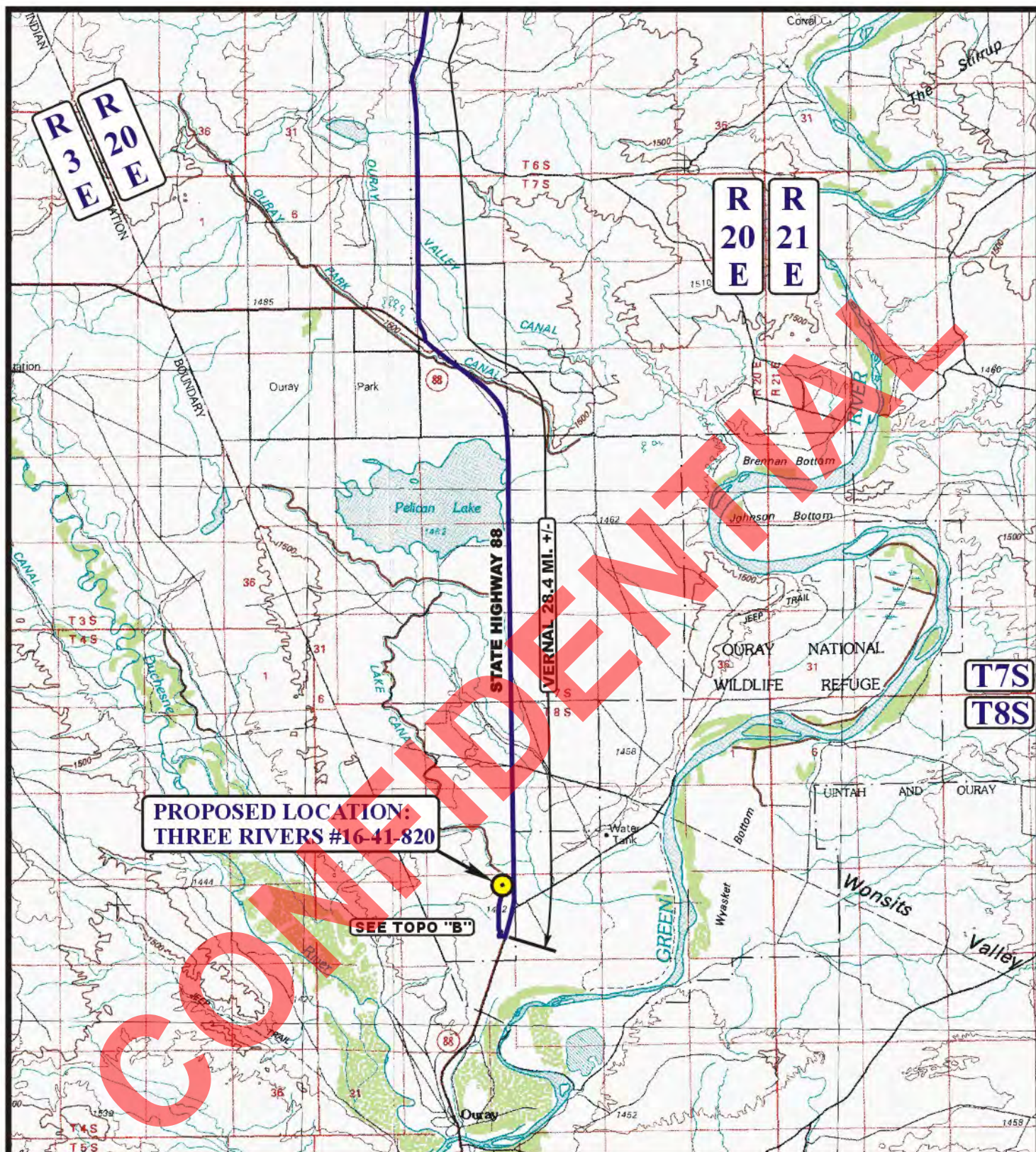
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AXIA ENERGY
THREE RIVERS #16-41-820
SECTION 16, T8S, R20E, S.L.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM VERNAL, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 14.0 MILES TO THE JUNCTION OF THIS ROAD AND STATE HIGHWAY 88 TO THE SOUTH; EXIT LEFT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 7.0 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHEAST; TURN LEFT AND PROCEED IN A SOUTHEASTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 7.4 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE WEST; TURN RIGHT AND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 325' TO THE BEGINNING OF THE PROPOSED ACCESS ROAD FOR THE THREE RIVERS #16-43-820 TO THE NORTH; FOLLOW ROAD FLAGS IN A NORTHERLY DIRECTION APPROXIMATELY 299' TO THE BEGINNING OF THE PROPOSED ACCESS TO THE NORTHWEST; FOLLOW ROAD FLAGS IN A NORTHWESTERLY, THEN NORTHERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 2,788' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM VERNAL, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 29.0 MILES.

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LEGEND:

 PROPOSED LOCATION



AXIA ENERGY

THREE RIVERS #16-41-820
SECTION 16, T8S, R20E, S.L.B.&M.
660' FNL 660' FEL



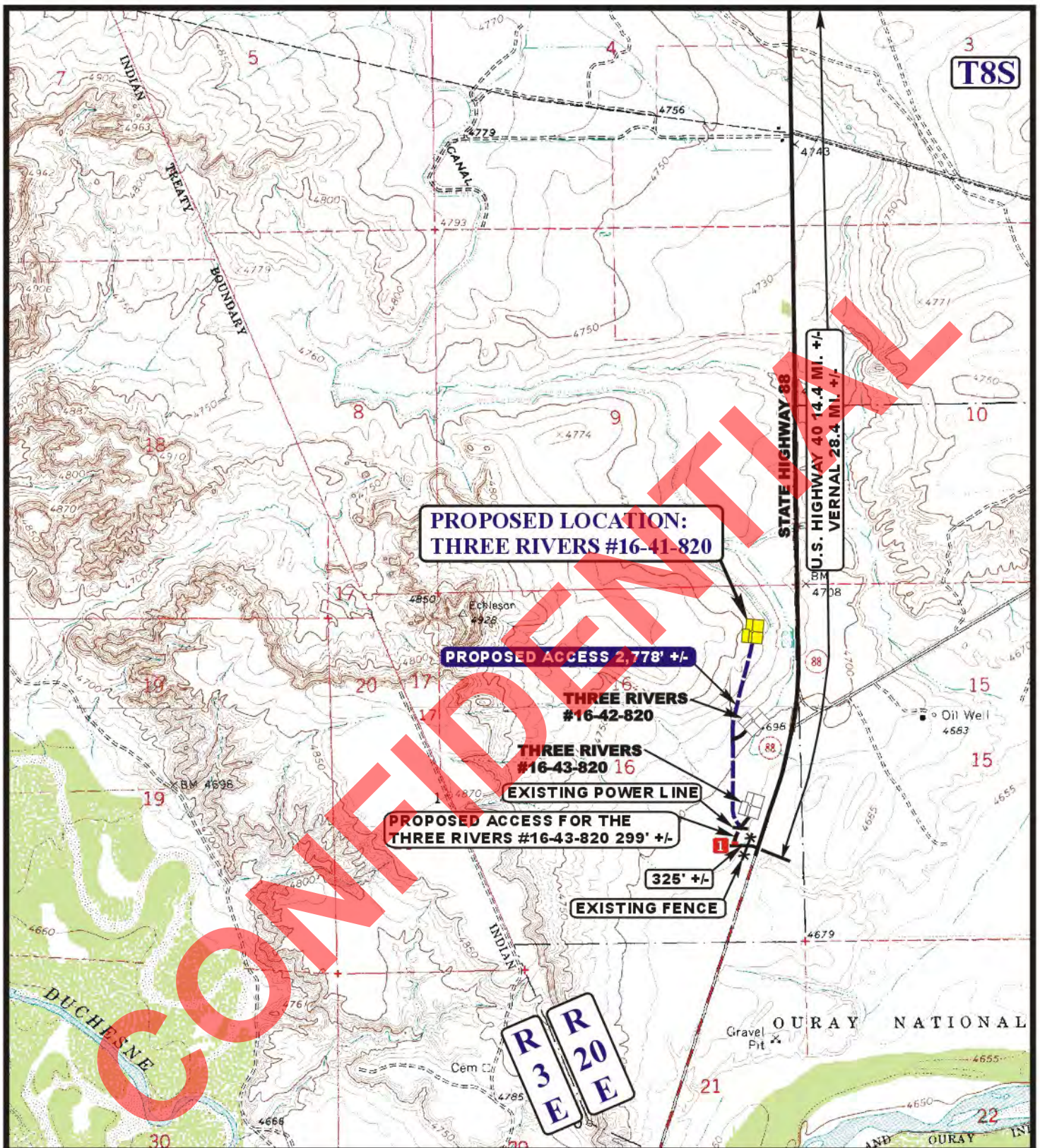
Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
MAP

09 30 11
 MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: C.A.G. REVISED: 00-00-00





LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING FENCE
- EXISTING POWER LINE
- 18" CMP REQUIRED



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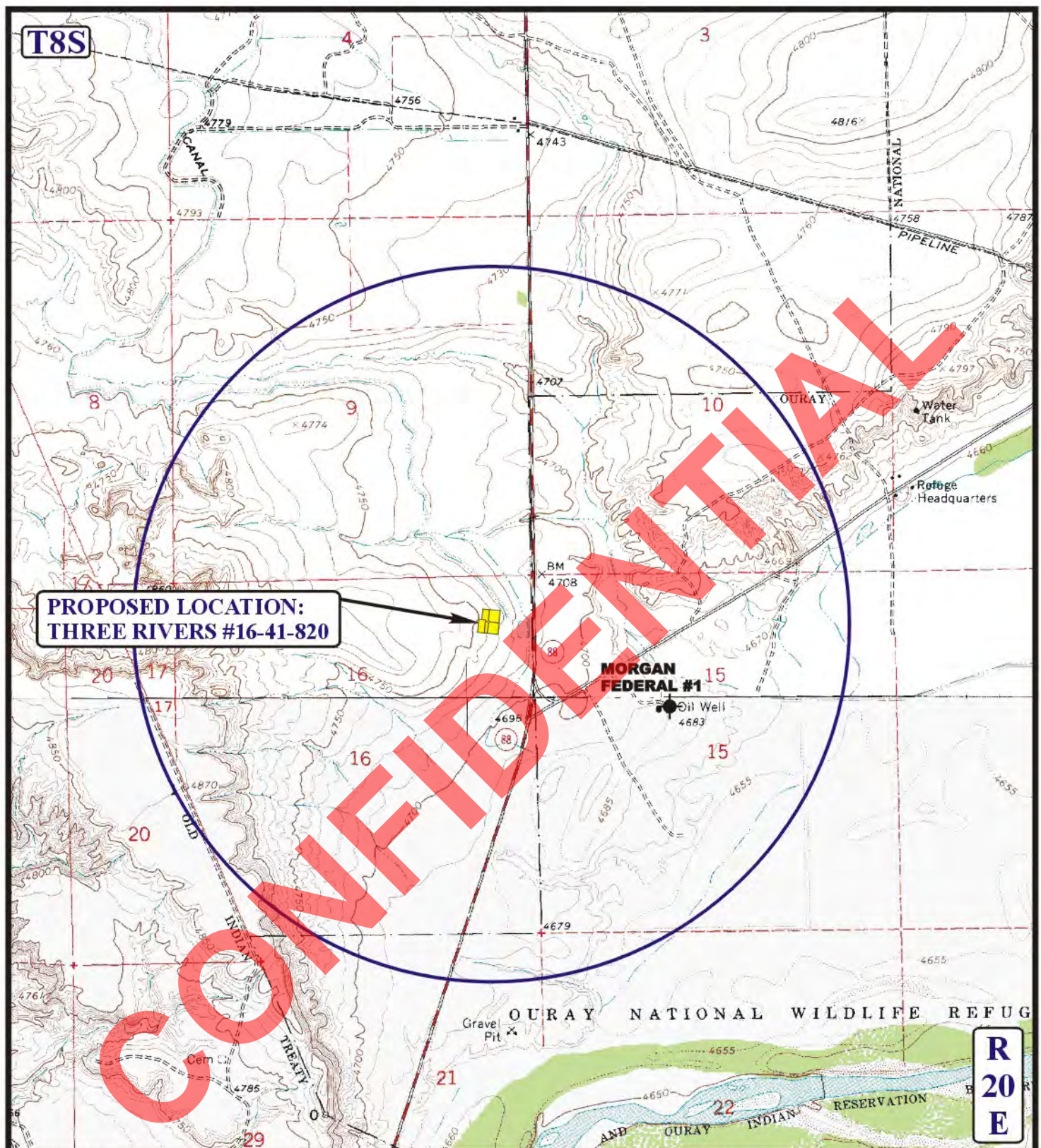
THREE RIVERS #16-41-820
SECTION 16, T8S, R20E, S.L.B.&M.
660' FNL 660' FEL

ACCESS ROAD
M A P

09 30 11
MONTH DAY YEAR

B
TOPO

SCALE: 1" = 2000' DRAWN BY: C.A.G. REVISED: 00-00-00

**LEGEND:**

- | | |
|-------------------|-------------------------|
| ⊗ DISPOSAL WELLS | ● ABANDONED WELLS |
| ● PRODUCING WELLS | ● TEMPORARILY ABANDONED |
| ● SHUT IN WELLS | |

**AXIA ENERGY**

THREE RIVERS #16-41-820
SECTION 16, T8S, R20E, S.L.B.&M.
660' FNL 660' FEL



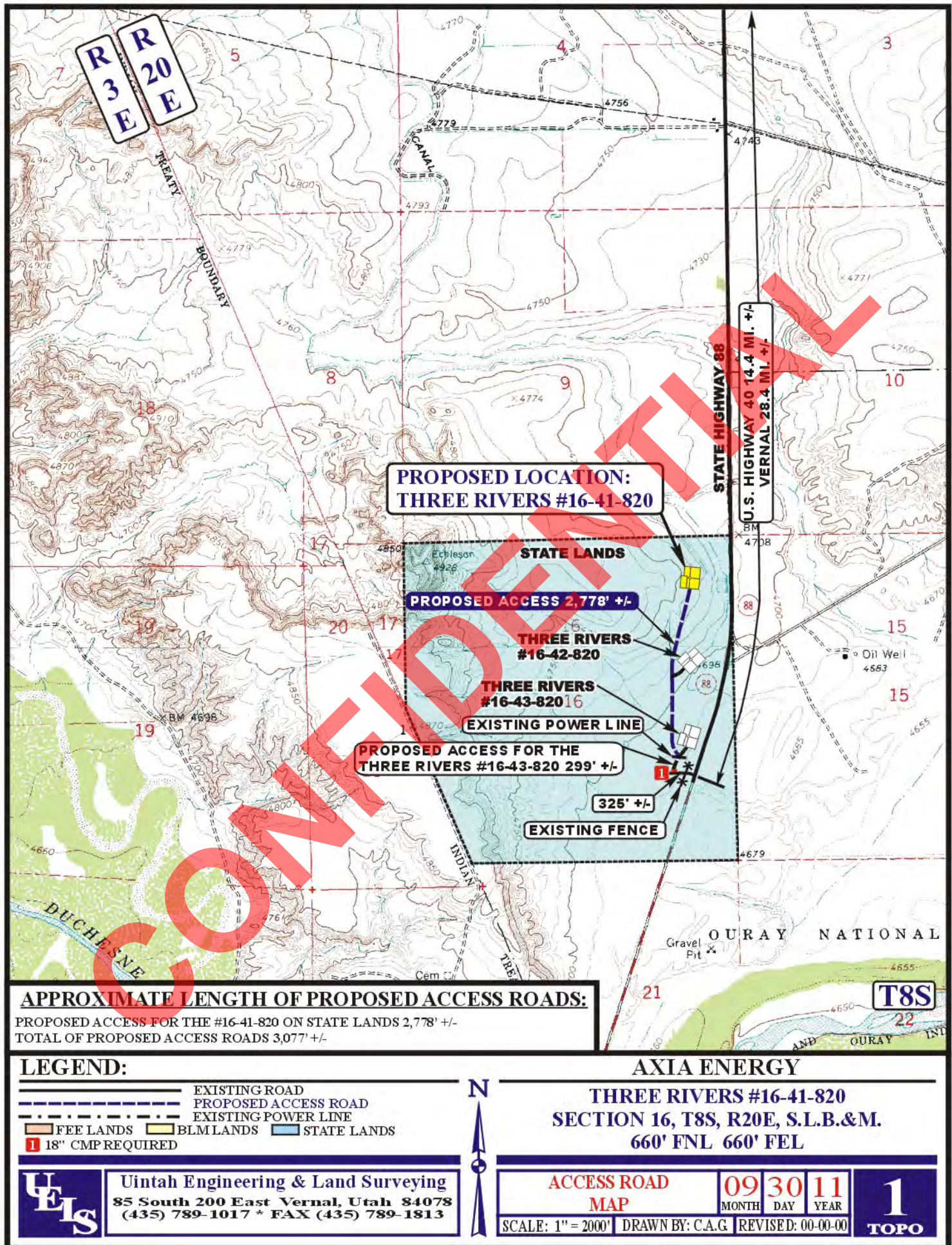
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TOPOGRAPHIC
MAP

09 30 11
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.A.G. REVISED: 00-00-00





BOP Equipment

3000psi WP

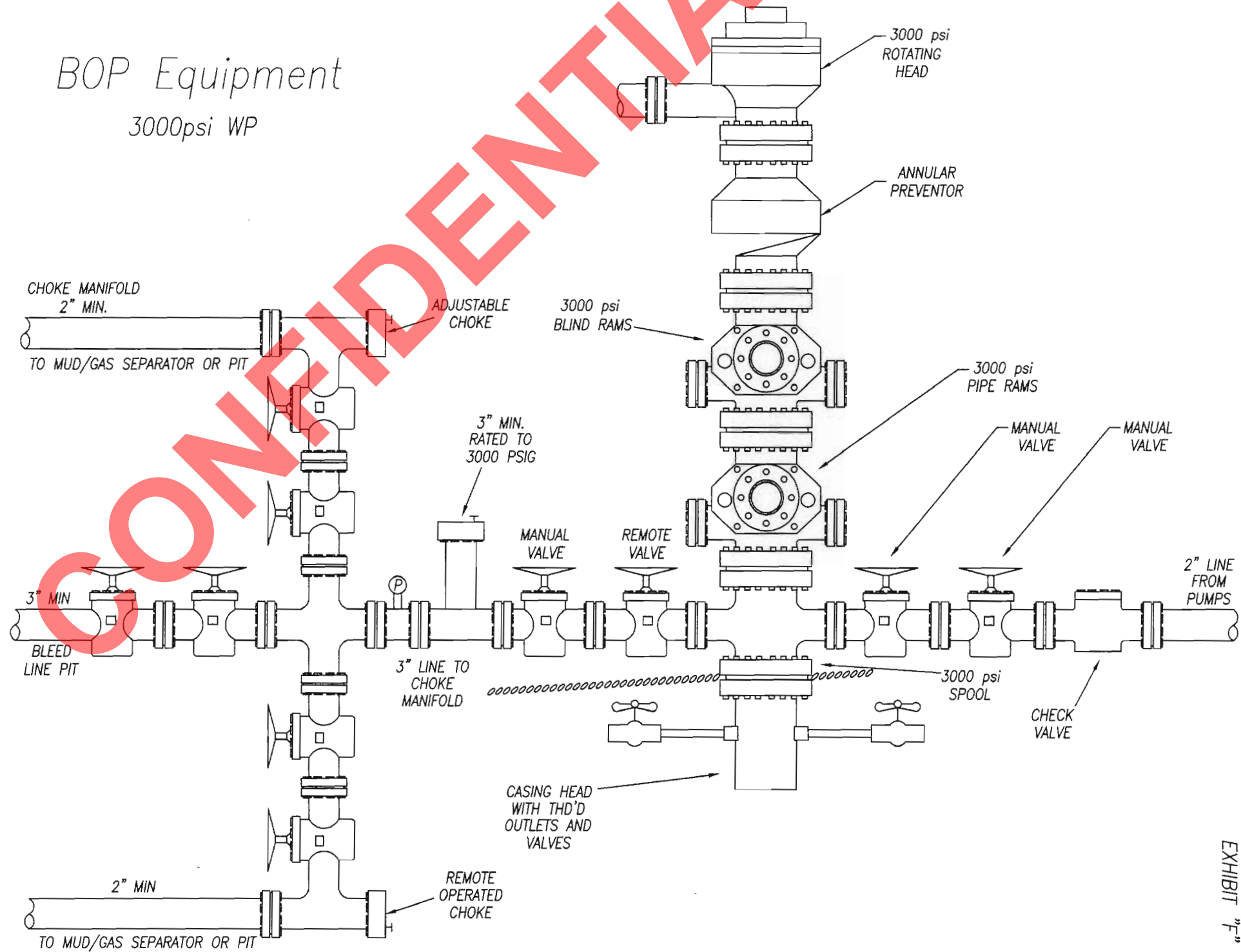


EXHIBIT "F"

AXIA ENERGY

LOCATION LAYOUT FOR

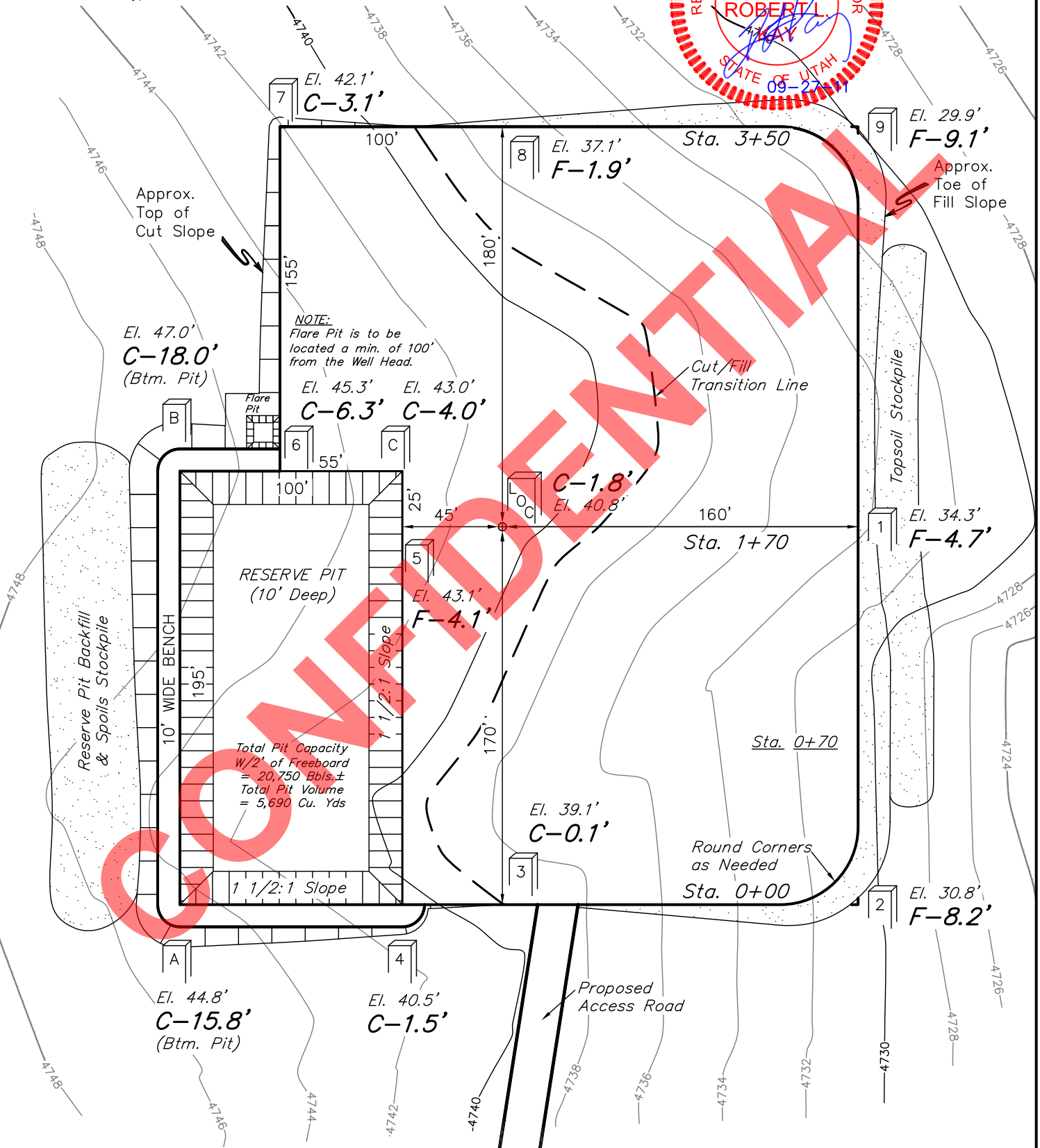
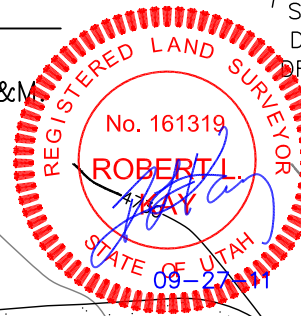
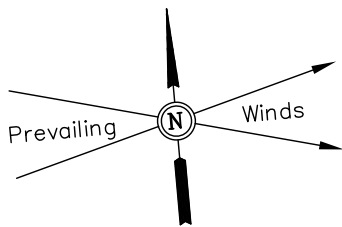
THREE RIVERS #16-41-820
SECTION 16, T8S, R20E, S.L.B.&M
660' FNL 660' FEL

FIGURE #1

SCALE: 1" = 60'

DATE: 09-14-11

DRAWN BY: C.A.G.



Elev. Ungraded Ground At Loc. Stake = 4740.8'
FINISHED GRADE ELEV. AT LOC. STAKE = 4739.0'

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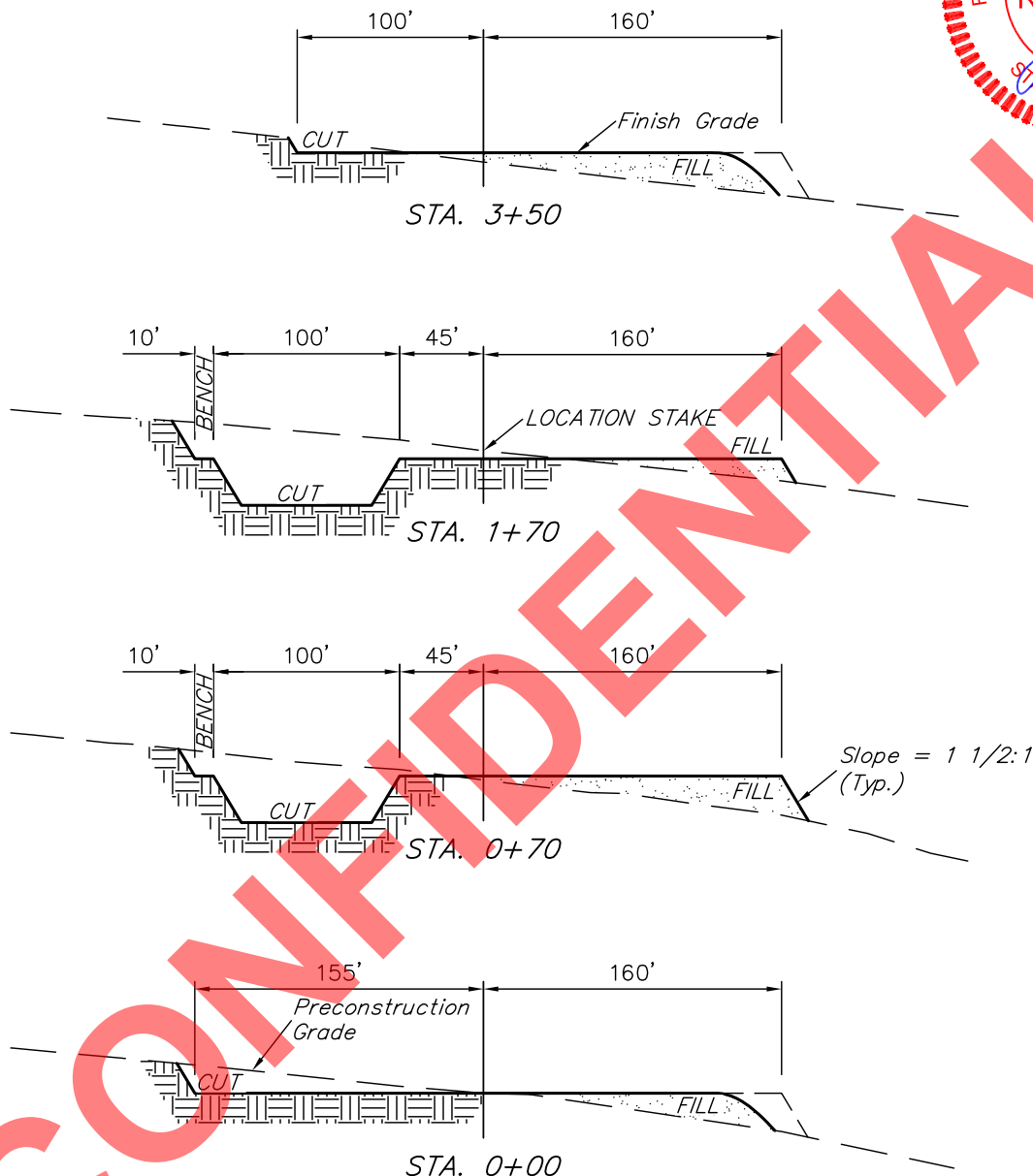
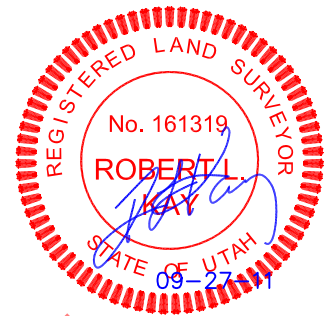
AXIA ENERGY

TYPICAL CROSS SECTIONS FOR

THREE RIVERS #16-41-820
SECTION 16, T8S, R20E, S.L.B.&M.
660' FNL 660' FEL

FIGURE #2

X-Section
Scale
1" = 100'
DATE: 09-14-11
DRAWN BY: C.A.G.



NOTE:

Topsoil should not be
Stripped Below Finished
Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 2.934 ACRES
ACCESS ROAD DISTURBANCE = ± 1.913 ACRES
TOTAL = ± 4.847 ACRES

* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,180 Cu. Yds.
Remaining Location = 11,270 Cu. Yds.
TOTAL CUT = 13,450 CU.YDS.
FILL = 8,420 CU.YDS.

EXCESS MATERIAL = 5,030 Cu. Yds.
Topsoil & Pit Backfill = 5,030 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

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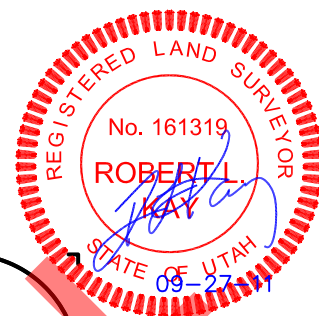
TYPICAL RIG LAYOUT FOR
THREE RIVERS #16-41-820
SECTION 16, T8S, R20E, S.L.B.&M.
660' FNL 660' FEL

FIGURE #3

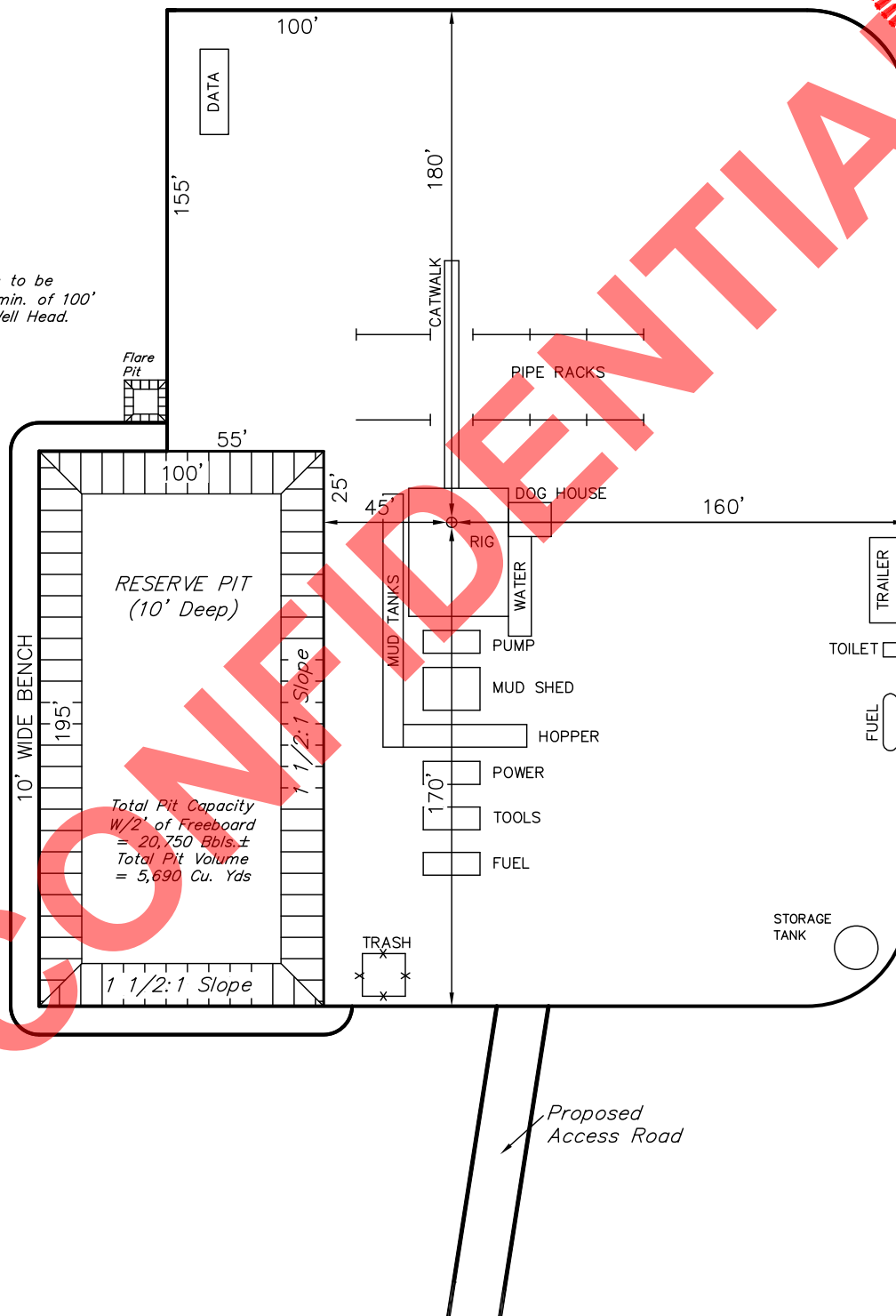
SCALE: 1" = 60'

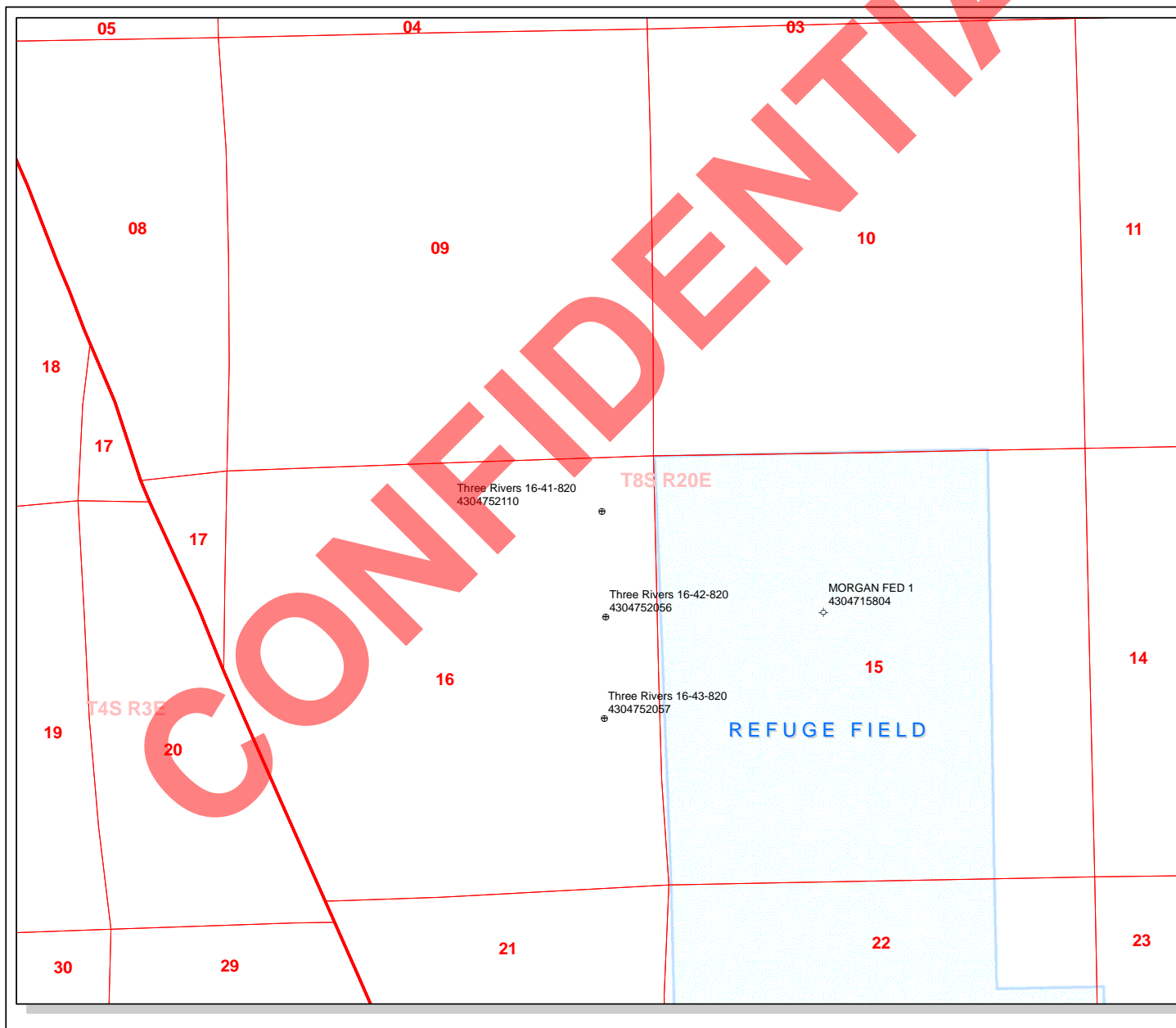
DATE: 09-14-11

DRAWN BY: C.A.G.



NOTE:
Flare Pit is to be
located a min. of 100'
from the Well Head.

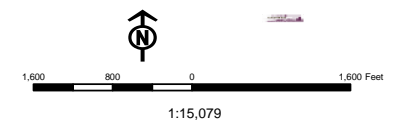
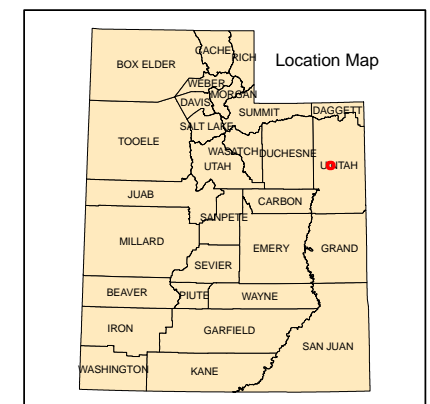




API Number:
Well Name: Three Rivers 16-41-820
Township T0.8 . Range R2.0 . Section 16
Meridian: SLBM
Operator: AXIA ENERGY LLC

Map Prepared:
 Map Produced by Diana Mason

Units STATUS	Wells Query Status
ACTIVE	APD - Approved Permit
EXPLORATORY	DRL - Spudded (Drilling Commenced)
GAS STORAGE	GIW - Gas Injection
NF PP OIL	GS - Gas Storage
NF SECONDARY	LA - Location Abandoned
PI OIL	LOC - New Location
PP GAS	OPS - Operation Suspended
PP GEOTHERMAL	PA - Plugged Abandoned
PP OIL	PGW - Producing Gas Well
SECONDARY	POW - Producing Oil Well
TERMINATED	RET - Returned APD
	SGW - Shut-in Gas Well
	SOW - Shut-in Oil Well
	TA - Temp. Abandoned
	TW - Test Well
	WDW - Water Disposal
	WIW - Water Injection Well
	WSW - Water Supply Well



From: Jim Davis
To: Hill, Brad; Mason, Diana
CC: Bonner, Ed; Don Hamilton; Garrison, LaVonne
Date: 11/30/2011 10:42 AM
Subject: APD approvals (3 for Axia)

The following APDs have been approved by SITLA including arch and paleo clearance.

4304752056 Three Rivers 16-42-820
4304752057 Three Rivers 16-43-820
4304752110 Three Rivers 16-41-820

Thanks.
-Jim

Jim Davis
Utah Trust Lands Administration
jimdavis1@utah.gov
Phone: (801) 538-5156

CONFIDENTIAL

Well Name	AXIA ENERGY LLC Three Rivers 16-41-820 43047521100000			
String	SURF	PROD		
Casing Size(")	9.625	5.500		
Setting Depth (TVD)	900	8477		
Previous Shoe Setting Depth (TVD)	75	900		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3520	7740		
Operators Max Anticipated Pressure (psi)	3671	8.3		

Calculations	SURF String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	407	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	299	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	209	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	226	NO OK
Required Casing/BOPE Test Pressure=		900	psi
*Max Pressure Allowed @ Previous Casing Shoe=		75	psi *Assumes 1psi/ft frac gradient

Calculations	PROD String	5.500	"
Max BHP (psi)	.052*Setting Depth*MW=	4055	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3038	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2190	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2388	NO Reasonable
Required Casing/BOPE Test Pressure=		3000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		900	psi *Assumes 1psi/ft frac gradient

Calculations	String		"
Max BHP (psi)	.052*Setting Depth*MW=		
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO
Required Casing/BOPE Test Pressure=			psi
*Max Pressure Allowed @ Previous Casing Shoe=			psi *Assumes 1psi/ft frac gradient

Calculations	String		"
Max BHP (psi)	.052*Setting Depth*MW=		
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO
Required Casing/BOPE Test Pressure=			psi

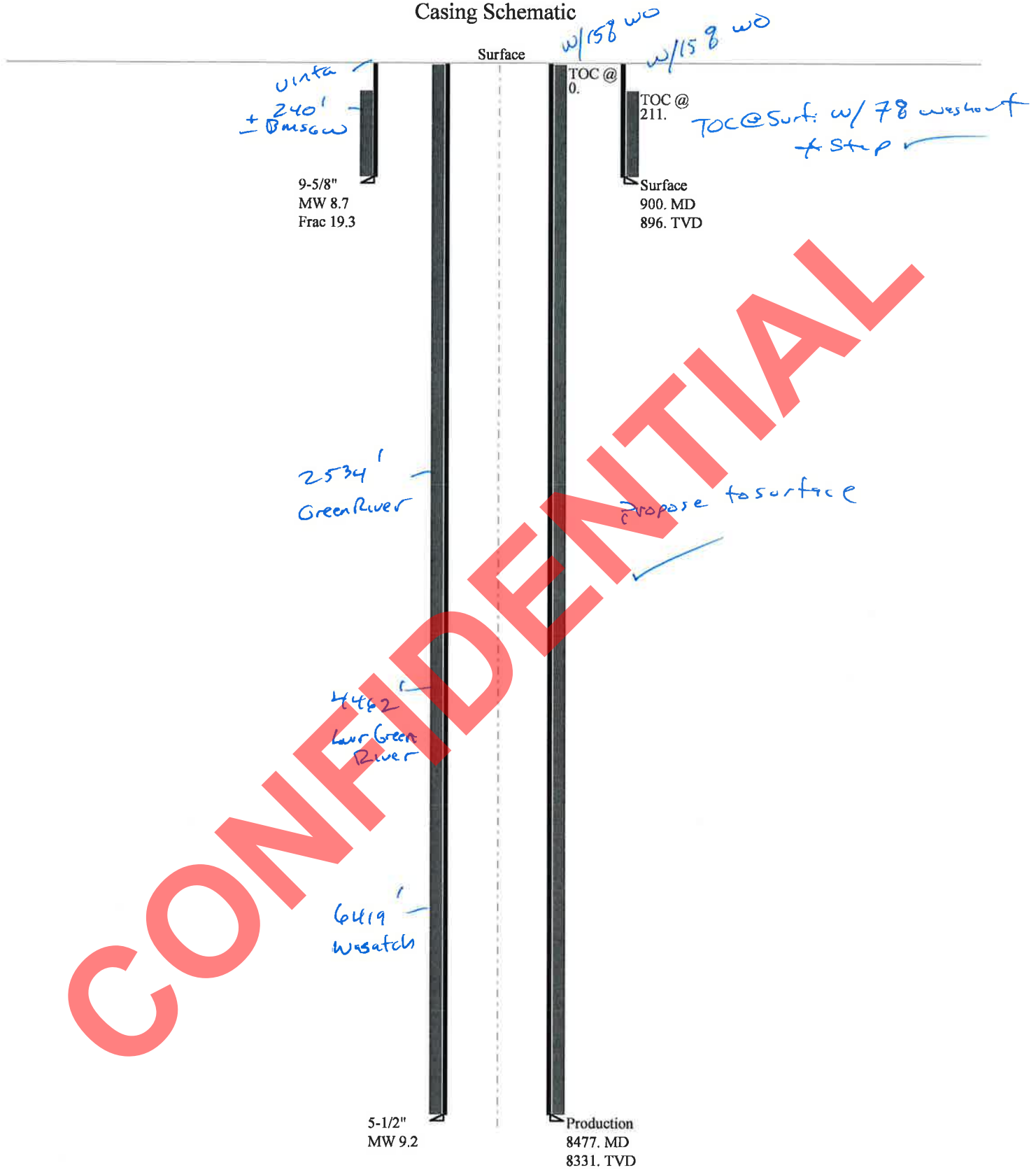
*Max Pressure Allowed @ Previous Casing Shoe=

psi *Assumes 1psi/ft frac gradient

CONFIDENTIAL

43047521100000 Three Rivers 16-41-820

Casing Schematic



Well name:	43047521100000 Three Rivers 16-41-820	
Operator:	AXIA ENERGY LLC	Project ID:
String type:	Surface	43-047-52110
Location:	UINTAH COUNTY	

Design parameters:**Collapse**

Mud weight: 8.700 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 87 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 211 ft

Burst

Max anticipated surface pressure: 792 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 899 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 783 ft

Directional well information:

Kick-off point: 0 ft
Departure at shoe: 63 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 12 °

Re subsequent strings:

Next setting depth: 8,331 ft
Next mud weight: 9.200 ppg
Next setting BHP: 3,982 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 900 ft
Injection pressure: 900 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	900	9.625	36.00	J-55	LT&C	896	900	8.796	7359
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	405	1974	4.878 ✓	899	3520	3.91 ✓	32.2	453	14.05 J ✓

Prepared by: Dustin Doucet
Div of Oil, Gas & Mining

Phone: 801 538-5281
FAX: 801-359-3940

Date: December 6, 2011
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 896 ft, a mud weight of 8.7 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	43047521100000 Three Rivers 16-41-820	
Operator:	AXIA ENERGY LLC	Project ID:
String type:	Production	43-047-52110
Location:	UINTAH COUNTY	

Design parameters:**Collapse**

Mud weight: 9.200 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 191 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 2,149 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 3,982 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 7,315 ft

Directional well information:

Kick-off point: 0 ft
Departure at shoe: 945 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	8477	5.5	17.00	N-80	LT&C	8331	8477	4.767	47780
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	3982	6290	1.580 ✓	3982	7740	1.94 ✓	141.6	348	2.46 J ✓

Prepared by: Dustin Doucet
Div of Oil, Gas & Mining

Phone: 801 538-5281
FAX: 801-359-3940

Date: December 6, 2011
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 8331 ft, a mud weight of 9.2 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator AXIA ENERGY LLC
Well Name Three Rivers 16-41-820
API Number 43047521100000 **APD No** 4756 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 NENE **Sec** 16 **Tw** 8.0S **Rng** 20.0E 660 FNL 660 FEL
GPS Coord (UTM) 613700 4442625 **Surface Owner**

Participants

Jerry Holder (Axia Energy), Andy Floyd (UELS), Ben Williams (DWR), Ed Bonner (SITLA), Richard Powell (DOGM)

Regional/Local Setting & Topography

This location sits on long gentle rise approximately 1.5 miles north and west of the Green River. The land rises gradually from the Green River north and west toward Pelican Lake approximately 4 miles to the north. The location is approximately 500 feet west of Hwy 88 approximately 14 miles south of Hwy 40.

The Ouray National Wildlife Refuge is situated just to the east of this location on the east side of Hwy 88 and the Uintah and Ouray Indian Reservation border lays approximately ¼ mile to the west.

Surface Use Plan

Current Surface Use
Wildlife Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.6	Width 260 Length 350	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Indian Rice grass, rabbit brush, Russian thistle, various grasses, horse brush, shad scale
Pronghorn, prairie dogs

Soil Type and Characteristics

Deep loamy sandy soil

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required? N

Berm Required? Y

Berm required to contain an possible spills or leaks.

Erosion Sedimentation Control Required? N

Paleo Survey Run? Y Paleo Potential Observed? N Cultural Survey Run? Y Cultural Resources? N

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	100 to 200	5
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	300 to 1320	10
Native Soil Type	High permeability	20
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
Final Score		45

1 Sensitivity Level

Characteristics / Requirements

The reserve pit is 195ft x 100ft x 10ft deep and is placed in a cut stable location. The soils here are very permeable. Axia routinely use a 20 mil liner and this should be adequate for this location.

Closed Loop Mud Required? N Liner Required? N Liner Thickness 20 Pit Underlayment Required? Y

Other Observations / Comments

Richard Powell
Evaluator

11/1/2011
Date / Time

Application for Permit to Drill Statement of Basis

12/7/2011

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
4756	43047521100000	LOCKED	OW	S	No
Operator	AXIA ENERGY LLC		Surface Owner-APD		
Well Name	Three Rivers 16-41-820		Unit		
Field	UNDESIGNATED		Type of Work	DRILL	
Location	NENE 16 8S 20E S 660 FNL 660 FEL GPS Coord (UTM) 613638E 4442826N				

Geologic Statement of Basis

Axia proposes to set 900 feet of surface pipe, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at approximately 240 feet. A search of Division of Water Rights records shows 4 water wells within a 10,000 foot radius of the center of Section 16. The nearest well is approximately 1/2 mile from the proposed location with a depth of 80 feet. Wells in the area are listed for irrigation, industrial, oil field use and stock watering. Depths of the wells ranges from 50 to 100 feet. Listed wells probably produce from the Uinta Formation. The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. The proposed casing and cement should adequately protect any useable ground water.

Brad Hill
APD Evaluator

11/28/2011
Date / Time

Surface Statement of Basis

The Three Rivers 16-41-820 is on state surface with state mineral. Ed Bonner represented SITLA at this presite and stated that he had no concerns with drilling at this site. Ben Williams of DWR also attended the presite and stated that this is Pronghorn habitat but said that he had no concerns with the site and recommended no stipulations for drilling or construction at this site.

Due to very permeable sandy soil a 20 mil liner was discussed and Jerry Holder of Axia agreed to this. This appears to be a good site for placement of this well.

Richard Powell
Onsite Evaluator

11/1/2011
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The reserve pit shall be fenced upon completion of drilling operations.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.

RECEIVED: December 07, 2011

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 10/7/2011**WELL NAME:** Three Rivers 16-41-820**OPERATOR:** AXIA ENERGY LLC (N3765)**CONTACT:** Don Hamilton**API NO. ASSIGNED:** 43047521100000**PHONE NUMBER:** 435 719-2018**PROPOSED LOCATION:** NENE 16 080S 200E**SURFACE:** 0660 FNL 0660 FEL**BOTTOM:** 0660 FNL 0660 FEL**COUNTY:** Uintah**LATITUDE:** 40.12808**UTM SURF EASTINGS:** 613638.00**FIELD NAME:** UNDESIGNATED**LEASE TYPE:** 3 - State**LEASE NUMBER:** ML-49319**SURFACE OWNER:** 3 - State**Permit Tech Review:** ☒**Engineering Review:** ☒**Geology Review:** ☒**LONGITUDE:** -109.66624**NORTHINGS:** 4442826.00**PROPOSED PRODUCING FORMATION(S):** GREEN RIVER-WASATCH**COALBED METHANE:** NO**RECEIVED AND/OR REVIEWED:**

- ☒ **PLAT**
- ☒ **Bond:** STATE - LPM9046682
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☒ **Water Permit:** 49-2262 - RNI at Green River
- ☐ **RDCC Review:**
- ☐ **Fee Surface Agreement**
- ☐ **Intent to Commingle**
- Commingling Approved**

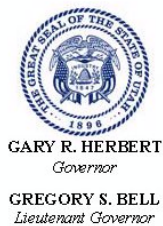
LOCATION AND SITING:

- ☐ **R649-2-3.**
- Unit:**
- ☐ **R649-3-2. General**
- ☐ **R649-3-3. Exception**
- ☒ **Drilling Unit**
- Board Cause No:** R649-3-2
- Effective Date:**
- Siting:**
- ☐ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhill
23 - Spacing - dmason
25 - Surface Casing - ddoucet

RECEIVED: December 07, 2011



State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: Three Rivers 16-41-820

API Well Number: 43047521100000

Lease Number: ML-49319

Surface Owner: STATE

Approval Date: 12/7/2011

Issued to:

AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-2. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Surface casing shall be cemented to the surface.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Additional Approvals:

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan – contact Dustin Doucet
- Significant plug back of the well – contact Dustin Doucet
- Plug and abandonment of the well – contact Dustin Doucet

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well – contact Carol Daniels
OR
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing – contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program – contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well – contact Dan Jarvis

Contact Information:

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
801-231-8956 - after office hours

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) – due within 5 days of spudding the well
- Monthly Status Report (Form 9) – due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) – due prior to implementation
- Written Notice of Emergency Changes (Form 9) – due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) – due prior to implementation
- Report of Water Encountered (Form 7) – due within 30 days after completion
- Well Completion Report (Form 8) – due within 30 days after completion or plugging

Approved By:



For John Rogers
Associate Director, Oil & Gas

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DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company; AXIA ENERGY LLC

Well Name: THREE RIVERS 16-41-820

Api No: 43-047-52110 Lease Type STATE

Section 16 Township 08S Range 20E County UINTAH

Drilling Contractor PETE MARTIN DRLG RIG # BUCKET

SPUDDED:

Date 12/14/2011

Time

How DRY

Drilling will

Commence:

Reported by JESS PEONIO

Telephone # (720) 746-5212

Date 12/15/2011 Signed CHD

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49319
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		8. WELL NAME and NUMBER: Three Rivers 16-41-820
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0660 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 16 Township: 08.0S Range: 20.0E Meridian: S		9. API NUMBER: 43047521100000
10. FIELD and POOL or WILDCAT: UNDESIGNATED		9. FIELD and POOL or WILDCAT: UNDESIGNATED
COUNTY: UINTAH		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 12/13/2011 <input type="checkbox"/> DRILLING REPORT Report Date:	<div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/> </div> </div>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Well spud 12-13-11. Drill and set 94' 16" conductor casing. Cement.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Cindy Turner		PHONE NUMBER 720 746-5209
SIGNATURE N/A		TITLE Project Manager
DATE 12/28/2011		

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49319
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: Three Rivers 16-41-820	
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047521100000	
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext	9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0660 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 16 Township: 08.0S Range: 20.0E Meridian: S		COUNTY: UINTAH
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 12/13/2011 <input type="checkbox"/> DRILLING REPORT Report Date:	<div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION </div> </div> <div style="margin-top: 10px;"> OTHER: </div>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. MOVE IN, RIG UP. SPUD 12/13/11. DRILL TO 94' AND SET 16' CONDUCTOR CASING. CEMENT. RIG DOWN.		
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A		DATE 12/22/2011

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Axia Energy, LLC Operator Account Number: N 3765
Address: 1430 Larimer Street, Suite 400
city Denver,
state CO zip 80202 Phone Number: (720) 746-5209

Well 1

API Number	Well Name	QQ	Sec	Twp	Rng	County
4304752110	Three Rivers 16-41-820	NENE	16	8S	20E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date		
A	99999	18356	12/13/2011	1/18/2012		
Comments: <u>GR-WS</u>						

CONFIDENTIAL

Well 2

API Number	Well Name	QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date		
Comments:						

Well 3

API Number	Well Name	QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date		
Comments:						

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ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Cindy Turner

Name (Please Print)

Cindy Turner

Signature

Project Manager

Title

12/28/2011

Date

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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STATE: UTAH		
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 1/28/2012 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100%;" type="text"/> </div> </div>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. A revision to the cement program is requested. The new volumes and cement is below for the 2-stage cement proposal: DV tool @ +/- 2,250' Stage 1 – 1425 sacks, 13.0 ppg, TXI with additives, 1.43 ft3/sack. Stack 2 – Lead: 281 sacks, 11.5 ppg, fill cement with additives, 2.76 ft3/sack; Tail: 100 sacks, 15.8 ppg conventional with additives, 1.16 ft3/sack. Cement remains to be designed to surface		
NAME (PLEASE PRINT) Cindy Turner		PHONE NUMBER 720 746-5209
SIGNATURE N/A		TITLE Project Manager
DATE 1/26/2012		

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49319
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		8. WELL NAME and NUMBER: THREE RIVERS 16-41-820
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0660 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 16 Township: 08.0S Range: 20.0E Meridian: S		9. API NUMBER: 43047521100000
9. FIELD and POOL or WILDCAT: UNDESIGNATED		COUNTY: UINTAH
STATE: UTAH		
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 2/5/2012 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input checked="" type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION </div> </div>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. ADP to drill and complete a Green River/Wasatch well was approved on 12/07/2011. Axia Energy respectfully requests your permission to complete the Green River formation and then commingle the Wasatch and the green River formations. Attached is information per R649-3-22.		
Approved by the Utah Division of Oil, Gas and Mining Date: February 08, 2012 By: <u>Derek Duff</u>		
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 1/16/2012	

Attachment to Sundry Notice Form 9

Three Rivers 16-41-820

API: 4304752110000

Notice of intent – commingle Wasatch and Green River formations

- 1.1 Exhibit A showing location of the well.
- 1.2 Method of Completion: the pools will be completed from the lower portion of the well (Wasatch) to the upper portion of the well (Green River) in succession. Intervals will be selectively perforated and fracture stimulated starting in the lower portion of the well. A composite bridge plug will be set to isolate the previously perforated/stimulated interval, and additional perforations will be added and fracture stimulated. Perforating/Stimulation will occur in this manner through the Wasatch and Green River formations in 8-10 stages. Once all desired intervals have been perforated, stimulated and isolated, all composite plugs will be drilled out. A tubing string with rod pump will be run to produce Wasatch and Green River oil in a commingled fashion.
- 2 Allocation should never be necessary due to equal mineral ownership in all pools. However, if it ever became necessary, allocation would be based on individual formation production percentages developed during the initial testing of the well.
- 3 Affidavit of Lease Ownership - Acknowledgement that Axia Energy, LLC has provided a copy of this application to contiguous leasehold and unleased mineral owners to the NE/4 NE/4 of Section 16-T8S-R20E of Uintah County, Utah.

AFFIDAVIT OF LEASE OWNERSHIP

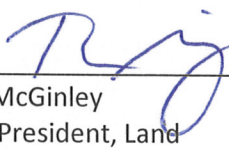
I, Tab McGinley, Affiant, being duly sworn depose and say:

THAT, I am the Vice President of Land for Axia energy, LLC, a Delaware limited liability corporation authorized to do business in Colorado (hereinafter referred to as "Axia"), 1430 Larimer Street, Suite 400, Denver, CO 80202. Axia owns, operates and manages oil and gas interests in the State of Utah including the lands described below located in Uintah County, Utah.

WHEREAS, Axia Energy, LLC has provided a copy of this application to contiguous leasehold and unleased mineral owners to the NE/4 NE/4 of Section 16-T8S-R20E of Uintah County, Utah, per attached Exhibit.

Further Affiant sayeth not.

Subscribed and sworn to before me this 10th day of January, 2012.



Tab McGinley
Vice President, Land

STATE OF COLORADO)

} ss

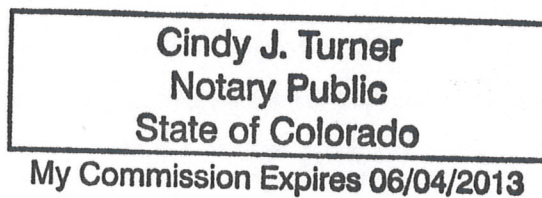
COUNTY OF DENVER)

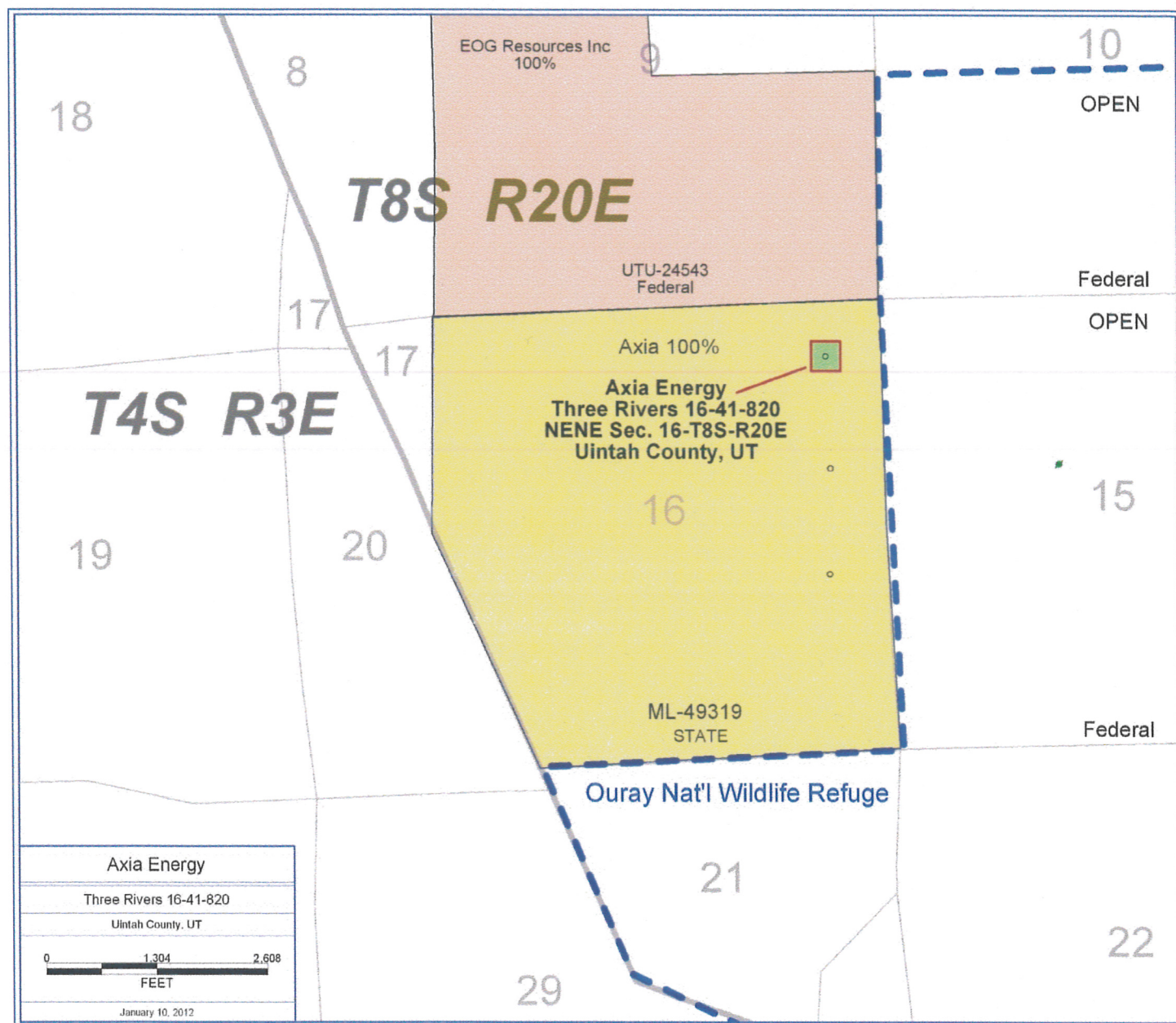
The foregoing instrument was acknowledged before me by Tab McGinley, Vice President of Land, this 10th day of January, 2012.



Cindy J. Turner
Notary Public

Notary seal:





Attachment to Sundry Notice Form 9

Three Rivers 16-41-820

API: 4304752110000

Notice of intent – commingle Wasatch and Green River formations

- 1.1 Exhibit A showing location of the well.
- 1.2 Method of Completion: the pools will be completed from the lower portion of the well (Wasatch) to the upper portion of the well (Green River) in succession. Intervals will be selectively perforated and fracture stimulated starting in the lower portion of the well. A composite bridge plug will be set to isolate the previously perforated/stimulated interval, and additional perforations will be added and fracture stimulated. Perforating/Stimulation will occur in this manner through the Wasatch and Green River formations in 8-10 stages. Once all desired intervals have been perforated, stimulated and isolated, all composite plugs will be drilled out. A tubing string with rod pump will be run to produce Wasatch and Green River oil in a commingled fashion.
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AFFIDAVIT OF LEASE OWNERSHIP

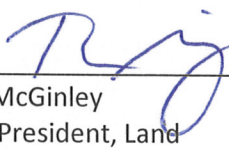
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Tab McGinley
Vice President, Land

STATE OF COLORADO)

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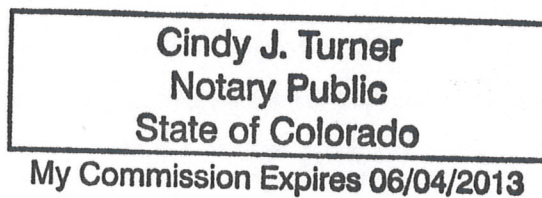
COUNTY OF DENVER)

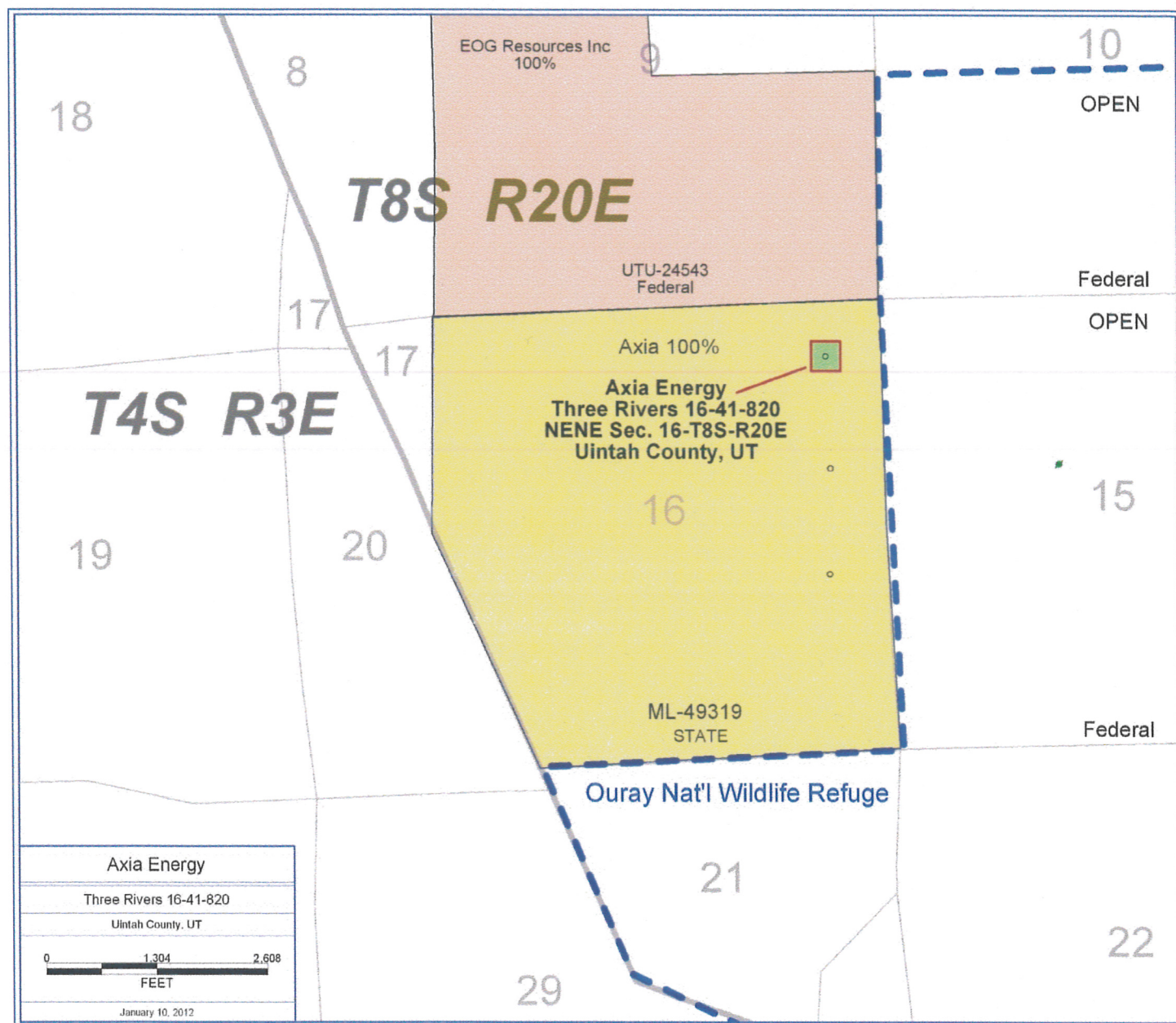
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Notary Public

Notary seal:





STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49319
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS 16-41-820	
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047521100000	
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext	9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0660 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 16 Township: 08.0S Range: 20.0E Meridian: S		COUNTY: UINTAH
		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 2/29/2012			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Resumed drilling operations 01-15-12. Drilled 12-1/4" hole 94' to 927'. SURFACE CASING: Set @ 927' / 22 Jts 9-5/8" 36.00# J-55 STC Cemented to surface with 400 sxs Class G Drilled 8-3/4" hole from 927' to 8,477' TMD/8,474' TVD (reached TMD 01-27-12) PRODUCTION CASING: Set @ 8,454.62' / 206 Jts 5-1/2" 17.00# L-80 LTC Cemented with 1281 sks TXI Mix CURRENT OPERATION: Building Tank Battery

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 March 02, 2012

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A		DATE 2/29/2012

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49319
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		8. WELL NAME and NUMBER: THREE RIVERS 16-41-820
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0660 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 16 Township: 08.0S Range: 20.0E Meridian: S		9. API NUMBER: 43047521100000
9. FIELD and POOL or WILDCAT: UNDESIGNATED		COUNTY: UINTAH
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 6/5/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 Completed Lwr/Upr Wasatch. Turned to Production 03-22-12. 1st Wasatch Production: 4-10-12. Set CIBP 05-03-12 and start Green River Formation Completion. CURRENT OPERATION: 1st Green River Production: 05-16-12

Accepted by the
 Utah Division of
 Oil, Gas and Mining
FOR RECORD ONLY
 June 06, 2012

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 6/6/2012	

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

AMENDED REPORT ☐
(highlight changes)

FORM 8

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL ☒ GAS WELL ☐ DRY ☐ OTHER _____

b. TYPE OF WORK: NEW WELL ☒ HORIZ. LATS. ☐ DEEP-EN ☐ RE-ENTRY ☐ DIFF. RESVR. ☐ OTHER _____

2. NAME OF OPERATOR: AXIA ENERGY, LLC

3. ADDRESS OF OPERATOR: 1430 Larimer St, Ste 400 CITY Denver, STATE CO ZIP 80202 PHONE NUMBER: (720) 746-5200

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 660' FNL & 660' FEL
AT TOP PRODUCING INTERVAL REPORTED BELOW: 681' FNL & 639 FEL
AT TOTAL DEPTH: NENE Sec 16-8S-R20E, 777' FNL & 658' FEL BHL by HSM

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER: Three Rivers 16-41-820 ✓

9. API NUMBER: 4304752110

10. FIELD AND POOL, OR WILDCAT: Green River-Wasatch

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENE 16 8S 20E S

12. COUNTY: Uintah 13. STATE: UTAH

14. DATE SPUDDED: 12/13/2011 15. DATE T.D. REACHED: 1/27/2012 16. DATE COMPLETED: 4/9/2012 ABANDONED ☐ READY TO PRODUCE ☒

17. ELEVATIONS (DF, RKB, RT, GL): 4,741' GL / 4,757' KB

18. TOTAL DEPTH: MD 8,477 TVD 8,474 19. PLUG BACK T.D.: MD 7,930 TVD 7,927 20. IF MULTIPLE COMPLETIONS, HOW MANY? * NA

21. DEPTH BRIDGE MD PLUG SET: TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
Spec Den Dual Spaced Neutron Array Comp True Resistivity, Borehole Volume Plot, CBL, Mud Log

23. WAS WELL CORED? NO ☒ YES ☐ (Submit analysis)
WAS DST RUN? NO ☒ YES ☐ (Submit report)
DIRECTIONAL SURVEY? NO ☐ YES ☒ (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16		0	96		G 400	7	0	
12 1/4	9 5/8	36	0	927		PLHS 499	82	0 CBL	
8 3/4	5 1/2	17	0	8,455	2,250	PLHS 1,284	326	927 CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2.875	7,340							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Green River	2,518	6,395	2,515	6,392	5,197 6,382	.36	153	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B) Wasatch	6,395	8,477	6,392	8,474	6,429 7,460	.36	114	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

27. PERFORATION RECORD

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5,197' to 6,382'	Wasatch Hybrid Frac(26,533 Bbls Slurry, 794,315 Gal Fluid & 642,100# 20/40 Premium White)
6,429' to 7,460'	Green River Hybrid Frac (18,066 Bbls Slurry, 733,218 Gal Fluid & 570,999# 20/40 Jordan Unimin)

29. ENCLOSED ATTACHMENTS:

- ☒ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☒ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☒ OTHER: Well Diagram

30. WELL STATUS:

Prod

RECEIVED

AUG 13 2012

DIV. OF OIL, GAS & MINING

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 4/9/2012		TEST DATE: 6/5/2012		HOURS TESTED: 24		TEST PRODUCTION RATES: →	OIL – BBL: 111	GAS – MCF: 17	WATER – BBL: 135	PROD. METHOD: Pumping
CHOKE SIZE: 48	TBG. PRESS. 35	CSG. PRESS. 35	API GRAVITY 34.29	BTU – GAS 1,501	GAS/OIL RATIO 153	24 HR PRODUCTION RATES: →	OIL – BBL: 111	GAS – MCF: 17	WATER – BBL: 135	INTERVAL STATUS: Open

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Vented

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	2,518
				Garden Gulch	4,440
				Douglas Creek	5,404
				Wasatch	6,395
				TD Wasatch	8,477

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Cindy Turner

TITLE Project Manager

SIGNATURE

DATE 8/6/2012

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

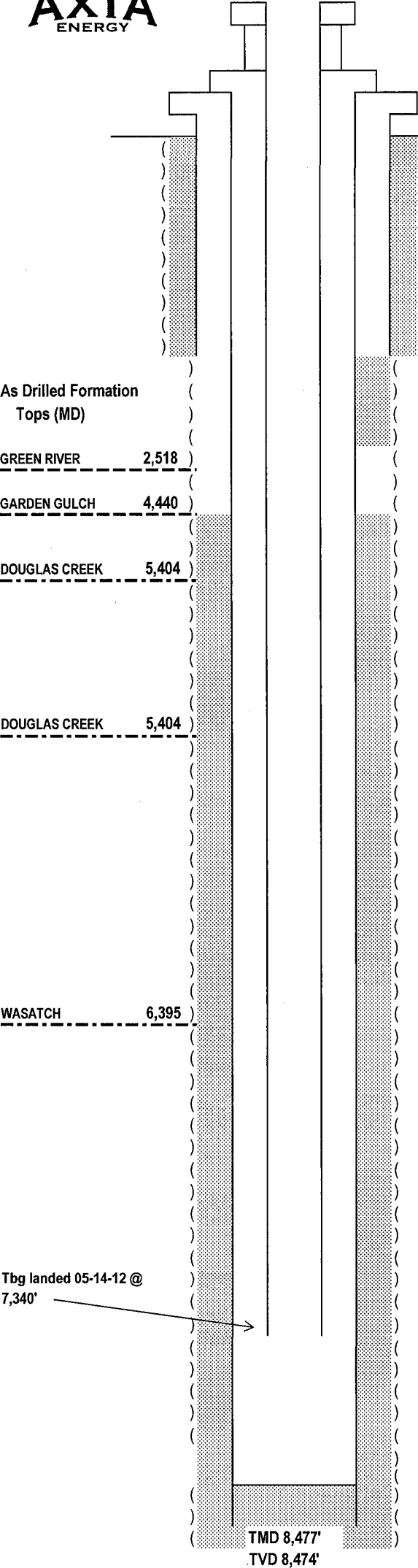
Phone: 801-538-5340

Fax: 801-359-3940

WELLBORE DIAGRAM (after completion)



Company:	Axia Energy, LLC
Lease Name:	Three Rivers 16-41-820
Surface Location:	NENE Sec 16-T8S-R20E, 660' FNL & 660' FEL
Bottom Hole Location:	NENE Sec 16-T8S-R20E, 777' FNL & 658' FEL
County:	Uintah, UT
Date:	8/6/2012



KB 4,757'

GL 4,741'

DRILLED 26" HOLE TO 96' - SET 16" CONDUCTOR
CEMENTED W/8 SKS

DRILLED 12-1/4" HOLE TO 927'
SURF CSG - 9-5/8" 36# J-55 ST&C (22 jts) Set 01-18-12
Cement: 400 sxs Class "G"

STAGE 1 TOC FROM CBL = 927'

STAGE TOOL @ 2,250'

STAGE 1 TOC FROM CBL = 4,700'

GREEN RIVER FRAC -HYBRID FRAC				
5197	6382	Green River	3 spf	153 Holes
26,533 bbls slurry, 794,315 gal fluid & 642,100# 20/40 Premium White				

WASATCH FRAC - HYBRID FRAC				
6429	7960	Wasatch	3 spf	114 Holes
18,066 bbls slurry, 733,218 gal fluid, & 570,999# 20/40 Jordan Unimin				

Tbg landed 05-14-12 @
7,340'

DRILLED 8-3/4" HOLE TO ' 8,477' TMD
PROD CSG - 5 1/2" 17# N-80 LT&C (206 jts) Set 01-29-12
Stage 1: 1281 sxs 13# TXI
Stage 2: 234 sxs 11.5# TXI Lead
100 sxs 15.8# Class "G" Tail

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> DRY <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49319
b. TYPE OF WORK: NEW WELL <input checked="" type="checkbox"/> HORIZ. LATS. <input type="checkbox"/> DEEP-EN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/> DIFF. RESVR. <input type="checkbox"/> OTHER _____		6. IF INDIAN, ALLOTTEE OR TRIBE NAME
2. NAME OF OPERATOR: AXIA ENERGY, LLC		7. UNIT or CA AGREEMENT NAME
3. ADDRESS OF OPERATOR: 1430 Larimer St, Ste 400 CITY Denver, STATE CO ZIP 80202		8. WELL NAME and NUMBER: Three Rivers 16-41-820
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 660' FNL & 660' FEL AT TOP PRODUCING INTERVAL REPORTED BELOW: 681' FNL & 639' FEL AT TOTAL DEPTH: NENE Sec 16-8S-R20E, 777' FNL & 658' FEL		9. API NUMBER: 4304752110
10. FIELD AND POOL, OR WILDCAT Green River-Wasatch		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENE 16 8S 20E S
12. COUNTY UINTAH		13. STATE UTAH

14. DATE SPUDDED: 12/13/2011	15. DATE T.D. REACHED: 1/27/2012	16. DATE COMPLETED: 4/9/2012	ABANDONED <input type="checkbox"/> READY TO PRODUCE <input checked="" type="checkbox"/>	17. ELEVATIONS (DF, RKB, RT, GL): 4,741' GL / 4,757' KB
18. TOTAL DEPTH: MD 8,477 TVD 8,474	19. PLUG BACK T.D.: MD 7,930 TVD 7,927	20. IF MULTIPLE COMPLETIONS, HOW MANY? * NA	21. DEPTH BRIDGE MD PLUG SET: TVD	
22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each) Spec Den Dual Spaced Neutron Array Comp True Resistivity, Borehole Volume Plot, CBL, Mud Log			23. WAS WELL CORED? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit analysis) WAS DST RUN? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit report) DIRECTIONAL SURVEY? NO <input type="checkbox"/> YES <input checked="" type="checkbox"/> (Submit copy)	

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16		0	96		G 400	7	0	
12 1/4	9 5/8	36	0	927		PLHS 499	82	0 CBL	
8 3/4	5 1/2	17	0	8,455	2,250	PLHS 1,284	326	927 CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2.875	7,340							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Green River	2,518	6,395	2,515	6,392	5,197 6,382	.36	153	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B) Wasatch	6,395	8,477	6,392	8,474	6,429 7,460	.36	114	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

27. PERFORATION RECORD

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5,197' to 6,382'	Wasatch Hybrid Frac(26,533 Bbls Slurry, 794,315 Gal Fluid & 642,100# 20/40 Premium White)
6,429' to 7,460'	Green River Hybrid Frac (18,066 Bbls Slurry, 733,218 Gal Fluid & 570,999# 20/40 Jordan Unimin)

29. ENCLOSED ATTACHMENTS:

- ☒ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☒ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☒ OTHER: Well Diagram

30. WELL STATUS:

Prod

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 4/9/2012	TEST DATE: 6/5/2012	HOURS TESTED: 24	TEST PRODUCTION RATES: →	OIL – BBL: 111	GAS – MCF: 17	WATER – BBL: 135	PROD. METHOD: Pumping
CHOKE SIZE: 48	TBG. PRESS. 35	CSG. PRESS. 35	API GRAVITY 34.29	BTU – GAS 1,501	GAS/OIL RATIO 153	24 HR PRODUCTION RATES: →	INTERVAL STATUS: Open

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Vented

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	2,518
				Garden Gulch	4,440
				Douglas Creek	5,404
				Wasatch	6,395
				TD Wasatch	8,477

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Cindy TurnerTITLE Project ManagerSIGNATURE Cindy TurnerDATE 8/6/2012

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

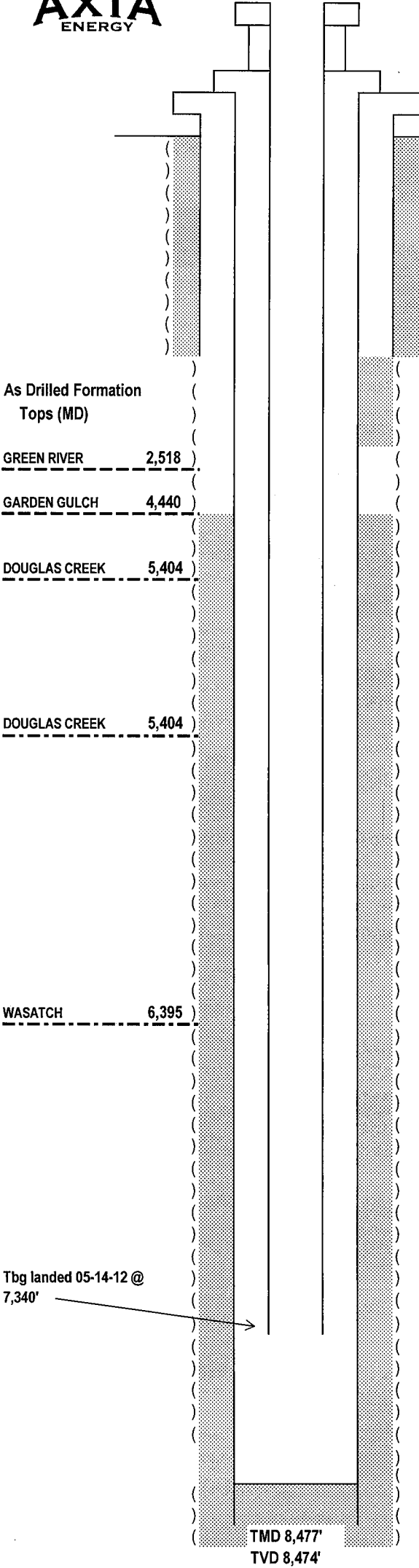
Phone: 801-538-5340

Fax: 801-359-3940

WELLBORE DIAGRAM (after completion)



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Stage 2: 234 sxs 11.5# TXI Lead
100 sxs 15.8# Class "G" Tail

End of Well Recap FOR

Axia Energy LLC
Three Rivers 16-41-820
Uintah Co., UT

Proposal No. 20120129

Presented By:

Pat Rasmussen
Regional Manager

Bret Wolford
Well Planner

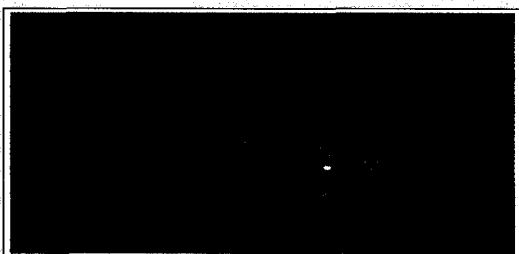
DIV. OF OIL, GAS & MINING

AUG 13 2012

RECEIVED



Sharewell
Energy Services, LP





Survey Report



Survey Certification Sheet

Report Date: 2-2-12

Sharewell Job #: 20120129 / Control

Operator: Axia Energy LLC

Well Name: Three Rivers 16-41-820

API#: 43-047-52110

County/State: Uintah Co., UT

Well SHL: 660' FNL & 660' FEL (NENE) Sec. 16-T8S-R20E

Well SHL: 40° 7' 41.131" N (NAD83)

109° 39' 58.550" W (NAD83)

Drilling Rig Contractor: L & W #1 (RKB: 17')

Surveyed Dates: 1/18/12-1/27/12

Surveyed from a depth of: OH: 943.00' MD to 8423.00' MD

Type of Survey: MWD Surveys (STB=50')

The data and calculations for this survey have been checked by me and conform to the calibration standards and operational procedures set forth by Sharewell Energy Services, LP. I am authorized and qualified to review the data, calculations and this report, and that the report represents a true and correct Directional Survey of this well based on the original data corrected to True North and obtained at the well site. Wellbore Coordinates are calculated using minimum curvature method.

Bret Wolford

A handwritten signature in black ink that reads "Bret Wolford". The signature is written in a cursive, flowing style.

Sharewell Energy Services, LP - Well Planner

Axia Energy

Uintah Co., UT

Sec.16-T8S-R20E

Three Rivers #16-41-820

Wellbore #1

Survey: Survey #1

Standard Survey Report

27 January, 2012



Sharewell Energy Services, LP

Survey Report



Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #16-41-820
Project:	Uintah Co., UT	TVD Reference:	WELL @ 4756.00usft (L & W #1)
Site:	Sec.16-T8S-R20E	MD Reference:	WELL @ 4756.00usft (L & W #1)
Well:	Three Rivers #16-41-820	North Reference:	True
Wellbore:	Wellbore #1	Survey Calculation Method:	Minimum Curvature
Design:	Wellbore #1	Database:	EDM 5000.1 Single User Db

Project	Uintah Co., UT		
Map System:	US State Plane 1983	System Datum:	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Central Zone		

Site	Sec.16-T8S-R20E				
Site Position:		Northing:	7,220,637.762 usft	Latitude:	40° 7' 41.131 N
From:	Lat/Long	Easting:	2,153,119.327 usft	Longitude:	109° 39' 58.550 W
Position Uncertainty:	0.00 usft	Slot Radius:	13-3/16"	Grid Convergence:	1.17 °

Well	Three Rivers #16-41-820					
Well Position	+N/-S	0.00 usft	Northing:	7,220,637.758 usft	Latitude:	40° 7' 41.131 N
	+E/-W	0.00 usft	Easting:	2,153,119.327 usft	Longitude:	109° 39' 58.550 W
Position Uncertainty	0.00 usft	Wellhead Elevation:	usft	Ground Level:	4,739.00 usft	

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination	Dip Angle	Field Strength
	IGRF2010	2012/01/20	(°)	(°)	(nT)
			11.09	65.93	52,318

Design	Wellbore #1				
Audit Notes:					
Version:	1.0	Phase:	ACTUAL	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD)	+N/-S	+E/-W	Direction	
	(usft)	(usft)	(usft)	(°)	
	0.00	0.00	0.00	48.41	

Survey Program	Date	2012/01/27		
From	To	Survey (Wellbore)	Tool Name	Description
(usft)	(usft)			
943.00	8,477.00	Survey #1 (Wellbore #1)	MWD	MWD - Standard

Survey									
Measured	Inclination	Azimuth	Vertical	+N/-S	+E/-W	Vertical	Dogleg	Build	Turn
Depth	(°)	(°)	Depth	(usft)	(usft)	Section	Rate	Rate	Rate
(usft)			(usft)			(usft)	(°/100usft)	(°/100usft)	(°/100usft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
First Sharewell Survey									
943.00	1.70	34.00	942.86	11.60	7.82	13.55	0.18	0.18	0.00
1,038.00	1.50	25.80	1,037.82	13.88	9.15	16.06	0.32	-0.21	-8.63
1,133.00	1.40	42.10	1,132.79	15.87	10.47	18.36	0.45	-0.11	17.16
1,229.00	1.30	33.30	1,228.77	17.65	11.85	20.58	0.24	-0.10	-9.17
1,325.00	1.80	28.70	1,324.73	19.88	13.18	23.05	0.54	0.52	-4.79
1,420.00	1.80	39.10	1,419.69	22.34	14.83	25.93	0.34	0.00	10.95
1,516.00	1.20	50.00	1,515.65	24.16	16.56	28.42	0.69	-0.62	11.35
1,612.00	1.00	36.20	1,611.64	25.48	17.82	30.24	0.34	-0.21	-14.37
1,707.00	0.70	51.50	1,706.62	26.51	18.76	31.63	0.39	-0.32	16.11
1,802.00	1.00	62.90	1,801.61	27.25	19.96	33.02	0.36	0.32	12.00
1,897.00	1.10	49.30	1,896.60	28.22	21.39	34.73	0.28	0.11	-14.32

Sharewell Energy Services, LP

Survey Report



Company: Axia Energy
Project: Uintah Co., UT
Site: Sec.16-T8S-R20E
Well: Three Rivers #16-41-820
Wellbore: Wellbore #1
Design: Wellbore #1

Local Co-ordinate Reference: Well Three Rivers #16-41-820
TVD Reference: WELL @ 4756.00usft (L & W #1)
MD Reference: WELL @ 4756.00usft (L & W #1)
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 5000.1 Single User Db

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
1,991.00	0.80	65.80	1,990.59	29.08	22.67	36.26	0.43	-0.32	17.55
2,086.00	1.10	69.60	2,085.57	29.67	24.13	37.74	0.32	0.32	4.00
2,182.00	1.10	62.20	2,181.55	30.42	25.81	39.50	0.15	0.00	-7.71
2,276.00	1.00	74.60	2,275.54	31.06	27.40	41.11	0.26	-0.11	13.19
2,371.00	0.70	73.00	2,370.53	31.45	28.75	42.38	0.32	-0.32	-1.68
2,467.00	0.00	56.80	2,466.53	31.62	29.31	42.91	0.73	-0.73	0.00
2,562.00	0.20	112.00	2,561.53	31.56	29.46	42.99	0.21	0.21	0.00
2,657.00	0.60	73.30	2,656.52	31.64	30.09	43.51	0.49	0.42	-40.74
2,753.00	0.60	77.20	2,752.52	31.90	31.07	44.41	0.04	0.00	4.06
2,848.00	0.60	62.40	2,847.51	32.24	31.99	45.33	0.16	0.00	-15.58
2,944.00	0.30	62.50	2,943.51	32.59	32.66	46.06	0.31	-0.31	0.10
3,039.00	0.40	58.20	3,038.51	32.88	33.16	46.63	0.11	0.11	-4.53
3,135.00	0.20	138.10	3,134.51	32.93	33.56	46.96	0.43	-0.21	83.23
3,230.00	0.10	333.30	3,229.51	32.88	33.63	46.98	0.31	-0.11	-173.47
3,326.00	0.10	254.50	3,325.51	32.93	33.51	46.93	0.13	0.00	-82.08
3,422.00	0.80	184.40	3,421.50	32.24	33.38	46.37	0.80	0.73	-73.02
3,517.00	0.90	184.90	3,516.49	30.84	33.27	45.35	0.11	0.11	0.53
3,612.00	1.40	207.40	3,611.47	29.06	32.67	43.73	0.70	0.53	23.68
3,708.00	1.60	184.40	3,707.44	26.68	32.03	41.67	0.66	0.21	-23.96
3,803.00	1.50	185.50	3,802.41	24.12	31.81	39.80	0.11	-0.11	1.16
3,899.00	1.80	194.20	3,898.37	21.41	31.32	37.64	0.41	0.31	9.06
3,994.00	1.80	190.50	3,993.32	18.50	30.68	35.22	0.12	0.00	-3.89
4,090.00	1.80	202.90	4,089.27	15.63	29.82	32.67	0.40	0.00	12.92
4,186.00	1.90	207.50	4,185.22	12.83	28.49	29.83	0.19	0.10	4.79
4,281.00	1.80	203.00	4,280.17	10.06	27.18	27.01	0.19	-0.11	-4.74
4,376.00	1.80	189.40	4,375.13	7.21	26.36	24.50	0.45	0.00	-14.32
4,471.00	1.90	190.10	4,470.08	4.19	25.84	22.11	0.11	0.11	0.74
4,566.00	1.80	197.60	4,565.03	1.22	25.11	19.59	0.28	-0.11	7.89
4,662.00	2.40	192.30	4,660.96	-2.18	24.23	16.67	0.66	0.62	-5.52
4,758.00	2.80	190.90	4,756.87	-6.45	23.36	13.19	0.42	0.42	-1.46
4,854.00	1.90	190.60	4,852.78	-10.32	22.62	10.07	0.94	-0.94	-0.31
4,949.00	2.10	176.60	4,947.73	-13.60	22.43	7.75	0.55	0.21	-14.74
5,044.00	2.30	188.70	5,042.66	-17.23	22.25	5.21	0.53	0.21	12.74
5,140.00	2.10	195.50	5,138.59	-20.82	21.49	2.25	0.34	-0.21	7.08
5,235.00	2.30	194.30	5,233.52	-24.35	20.55	-0.79	0.22	0.21	-1.26
5,330.00	1.90	190.30	5,328.45	-27.75	19.80	-3.61	0.45	-0.42	-4.21
5,425.00	1.90	185.10	5,423.40	-30.86	19.38	-6.00	0.18	0.00	-5.47
5,519.00	1.80	185.60	5,517.35	-33.89	19.09	-8.21	0.11	-0.11	0.53
5,614.00	1.80	189.00	5,612.30	-36.84	18.71	-10.46	0.11	0.00	3.58
5,710.00	1.30	175.30	5,708.27	-39.42	18.57	-12.28	0.64	-0.52	-14.27
5,805.00	1.50	191.10	5,803.24	-41.71	18.42	-13.91	0.46	0.21	16.63
5,901.00	1.60	188.10	5,899.21	-44.27	17.99	-15.94	0.13	0.10	-3.12
5,995.00	1.20	171.70	5,993.18	-46.55	17.94	-17.48	0.60	-0.43	-17.45
6,091.00	1.30	132.80	6,089.16	-48.28	18.89	-17.92	0.87	0.10	-40.52
6,186.00	1.30	152.10	6,184.13	-49.96	20.18	-18.07	0.46	0.00	20.32
6,282.00	1.40	161.90	6,280.11	-52.04	21.06	-18.80	0.26	0.10	10.21
6,386.00	1.20	164.20	6,384.08	-54.30	21.75	-19.78	0.20	-0.19	2.21
6,472.00	1.20	189.40	6,470.06	-56.05	21.85	-20.87	0.61	0.00	29.30
6,567.00	1.80	196.90	6,565.03	-58.46	21.25	-22.91	0.66	0.63	7.89
6,662.00	1.90	193.10	6,659.98	-61.42	20.46	-25.47	0.17	0.11	-4.00
6,758.00	2.10	195.50	6,755.92	-64.67	19.63	-28.25	0.23	0.21	2.50
6,853.00	1.70	206.10	6,850.87	-67.61	18.54	-31.01	0.56	-0.42	11.16
6,949.00	1.80	199.00	6,946.82	-70.31	17.43	-33.64	0.25	0.10	-7.40
7,044.00	2.00	195.60	7,041.77	-73.32	16.49	-36.33	0.24	0.21	-3.58

Sharewell Energy Services, LP

Survey Report



Company: Axia Energy
Project: Uintah Co., UT
Site: Sec.16-T8S-R20E
Well: Three Rivers #16-41-820
Wellbore: Wellbore #1
Design: Wellbore #1

Local Co-ordinate Reference: Well Three Rivers #16-41-820
TVD Reference: WELL @ 4756.00usft (L & W #1)
MD Reference: WELL @ 4756.00usft (L & W #1)
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 5000.1 Single User Db

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
7,140.00	2.20	208.50	7,137.71	-76.55	15.16	-39.47	0.53	0.21	13.44
7,235.00	2.20	196.80	7,232.64	-79.90	13.77	-42.74	0.47	0.00	-12.32
7,331.00	1.90	205.70	7,328.58	-83.10	12.54	-45.78	0.45	-0.31	9.27
7,427.00	1.80	206.90	7,424.53	-85.88	11.17	-48.65	0.11	-0.10	1.25
7,522.00	1.80	197.70	7,519.48	-88.63	10.04	-51.32	0.30	0.00	-9.68
7,617.00	1.90	204.20	7,614.43	-91.49	8.94	-54.04	0.24	0.11	6.84
7,713.00	1.90	205.30	7,710.38	-94.38	7.61	-56.96	0.04	0.00	1.15
7,808.00	1.60	196.30	7,805.33	-97.08	6.57	-59.53	0.43	-0.32	-9.47
7,904.00	1.70	197.40	7,901.29	-99.72	5.76	-61.88	0.11	0.10	1.15
7,999.00	1.70	197.80	7,996.25	-102.41	4.91	-64.30	0.01	0.00	0.42
8,094.00	1.70	192.90	8,091.21	-105.12	4.17	-66.66	0.15	0.00	-5.16
8,190.00	1.70	199.00	8,187.17	-107.86	3.39	-69.06	0.19	0.00	6.35
8,285.00	2.00	199.90	8,282.12	-110.75	2.36	-71.75	0.32	0.32	0.95
8,380.00	1.80	180.70	8,377.07	-113.80	1.78	-74.21	0.70	-0.21	-20.21
Last Sharewell Survey									
8,423.00	1.80	183.70	8,420.05	-115.15	1.73	-75.14	0.22	0.00	6.98
Proj. to Bit									
8,477.00	1.80	183.70	8,474.02	-116.84	1.62	-76.35	0.00	0.00	0.00

Survey Annotations

Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates		Comment
		+N/-S (usft)	+E/-W (usft)	
943.00	942.86	11.60	7.82	First Sharewell Survey
8,423.00	8,420.05	-115.15	1.73	Last Sharewell Survey
8,477.00	8,474.02	-116.84	1.62	Proj. to Bit

Checked By: _____ Approved By: _____ Date: _____

End of Well Recap FOR

**Axia Energy LLC
Three Rivers 16-41-820
Uintah Co., UT**

Proposal No. 20120129

Presented By:

Pat Rasmussen
Regional Manager

Bret Wolford
Well Planner

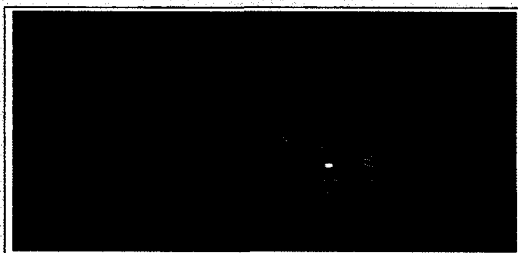
DIV. OF OIL, GAS & MINING

AUG 13 2012

RECEIVED



Sharewell
Energy Services, LP





Survey Report



Survey Certification Sheet

Report Date: 2-2-12

Sharewell Job #: 20120129 / Control

Operator: Axia Energy LLC

Well Name: Three Rivers 16-41-820

API#: 43-047-52110

County/State: Uintah Co., UT

Well SHL: 660' FNL & 660' FEL (NENE) Sec. 16-T8S-R20E

Well SHL: 40° 7' 41.131" N (NAD83)

109° 39' 58.550" W (NAD83)

Drilling Rig Contractor: L & W #1 (RKB: 17')

Surveyed Dates: 1/18/12-1/27/12

Surveyed from a depth of: OH: 943.00' MD to 8423.00' MD

Type of Survey: MWD Surveys (STB=50')

The data and calculations for this survey have been checked by me and conform to the calibration standards and operational procedures set forth by Sharewell Energy Services, LP. I am authorized and qualified to review the data, calculations and this report, and that the report represents a true and correct Directional Survey of this well based on the original data corrected to True North and obtained at the well site. Wellbore Coordinates are calculated using minimum curvature method.

Bret Wolford

A handwritten signature in black ink that reads "Bret Wolford". The signature is written in a cursive, flowing style.

Sharewell Energy Services, LP - Well Planner

Axia Energy

Uintah Co., UT

Sec.16-T8S-R20E

Three Rivers #16-41-820

Wellbore #1

Survey: Survey #1

Standard Survey Report

27 January, 2012



Sharewell Energy Services, LP
Survey Report



Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #16-41-820
Project:	Uintah Co., UT	TVD Reference:	WELL @ 4756.00usft (L & W #1)
Site:	Sec.16-T8S-R20E	MD Reference:	WELL @ 4756.00usft (L & W #1)
Well:	Three Rivers #16-41-820	North Reference:	True
Wellbore:	Wellbore #1	Survey Calculation Method:	Minimum Curvature
Design:	Wellbore #1	Database:	EDM 5000.1 Single User Db

Project	Uintah Co., UT		
Map System:	US State Plane 1983	System Datum:	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Central Zone		

Site	Sec.16-T8S-R20E				
Site Position:		Northing:	7,220,637.762 usft	Latitude:	40° 7' 41.131 N
From:	Lat/Long	Easting:	2,153,119.327 usft	Longitude:	109° 39' 58.550 W
Position Uncertainty:	0.00 usft	Slot Radius:	13-3/16"	Grid Convergence:	1.17 °

Well	Three Rivers #16-41-820					
Well Position	+N/-S	0.00 usft	Northing:	7,220,637.758 usft	Latitude:	40° 7' 41.131 N
	+E/-W	0.00 usft	Easting:	2,153,119.327 usft	Longitude:	109° 39' 58.550 W
Position Uncertainty		0.00 usft	Wellhead Elevation:	usft	Ground Level:	4,739.00 usft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination	Dip Angle	Field Strength
			(°)	(°)	(nT)
	IGRF2010	2012/01/20	11.09	65.93	52,318

Design	Wellbore #1				
Audit Notes:					
Version:	1.0	Phase:	ACTUAL	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD)	+N/-S	+E/-W	Direction	
	(usft)	(usft)	(usft)	(°)	
	0.00	0.00	0.00	48.41	

Survey Program	Date	2012/01/27		
From	To	Survey (Wellbore)	Tool Name	Description
(usft)	(usft)			
943.00	8,477.00	Survey #1 (Wellbore #1)	MWD	MWD - Standard

Survey									
Measured	Inclination	Azimuth	Vertical	+N/-S	+E/-W	Vertical	Dogleg	Build	Turn
Depth	(°)	(°)	Depth	(usft)	(usft)	Section	Rate	Rate	Rate
(usft)			(usft)			(usft)	(°/100usft)	(°/100usft)	(°/100usft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
First Sharewell Survey									
943.00	1.70	34.00	942.86	11.60	7.82	13.55	0.18	0.18	0.00
1,038.00	1.50	25.80	1,037.82	13.88	9.15	16.06	0.32	-0.21	-8.63
1,133.00	1.40	42.10	1,132.79	15.87	10.47	18.36	0.45	-0.11	17.16
1,229.00	1.30	33.30	1,228.77	17.65	11.85	20.58	0.24	-0.10	-9.17
1,325.00	1.80	28.70	1,324.73	19.88	13.18	23.05	0.54	0.52	-4.79
1,420.00	1.80	39.10	1,419.69	22.34	14.83	25.93	0.34	0.00	10.95
1,516.00	1.20	50.00	1,515.65	24.16	16.56	28.42	0.69	-0.62	11.35
1,612.00	1.00	36.20	1,611.64	25.48	17.82	30.24	0.34	-0.21	-14.37
1,707.00	0.70	51.50	1,706.62	26.51	18.76	31.63	0.39	-0.32	16.11
1,802.00	1.00	62.90	1,801.61	27.25	19.96	33.02	0.36	0.32	12.00
1,897.00	1.10	49.30	1,896.60	28.22	21.39	34.73	0.28	0.11	-14.32

Sharewell Energy Services, LP

Survey Report



Company: Axia Energy
Project: Uintah Co., UT
Site: Sec.16-T8S-R20E
Well: Three Rivers #16-41-820
Wellbore: Wellbore #1
Design: Wellbore #1

Local Co-ordinate Reference: Well Three Rivers #16-41-820
TVD Reference: WELL @ 4756.00usft (L & W #1)
MD Reference: WELL @ 4756.00usft (L & W #1)
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 5000.1 Single User Db

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
1,991.00	0.80	65.80	1,990.59	29.08	22.67	36.26	0.43	-0.32	17.55
2,086.00	1.10	69.60	2,085.57	29.67	24.13	37.74	0.32	0.32	4.00
2,182.00	1.10	62.20	2,181.55	30.42	25.81	39.50	0.15	0.00	-7.71
2,276.00	1.00	74.60	2,275.54	31.06	27.40	41.11	0.26	-0.11	13.19
2,371.00	0.70	73.00	2,370.53	31.45	28.75	42.38	0.32	-0.32	-1.68
2,467.00	0.00	56.80	2,466.53	31.62	29.31	42.91	0.73	-0.73	0.00
2,562.00	0.20	112.00	2,561.53	31.56	29.46	42.99	0.21	0.21	0.00
2,657.00	0.60	73.30	2,656.52	31.64	30.09	43.51	0.49	0.42	-40.74
2,753.00	0.60	77.20	2,752.52	31.90	31.07	44.41	0.04	0.00	4.06
2,848.00	0.60	62.40	2,847.51	32.24	31.99	45.33	0.16	0.00	-15.58
2,944.00	0.30	62.50	2,943.51	32.59	32.66	46.06	0.31	-0.31	0.10
3,039.00	0.40	58.20	3,038.51	32.88	33.16	46.63	0.11	0.11	-4.53
3,135.00	0.20	138.10	3,134.51	32.93	33.56	46.96	0.43	-0.21	83.23
3,230.00	0.10	333.30	3,229.51	32.88	33.63	46.98	0.31	-0.11	-173.47
3,326.00	0.10	254.50	3,325.51	32.93	33.51	46.93	0.13	0.00	-82.08
3,422.00	0.80	184.40	3,421.50	32.24	33.38	46.37	0.80	0.73	-73.02
3,517.00	0.90	184.90	3,516.49	30.84	33.27	45.35	0.11	0.11	0.53
3,612.00	1.40	207.40	3,611.47	29.06	32.67	43.73	0.70	0.53	23.68
3,708.00	1.60	184.40	3,707.44	26.68	32.03	41.67	0.66	0.21	-23.96
3,803.00	1.50	185.50	3,802.41	24.12	31.81	39.80	0.11	-0.11	1.16
3,899.00	1.80	194.20	3,898.37	21.41	31.32	37.64	0.41	0.31	9.06
3,994.00	1.80	190.50	3,993.32	18.50	30.68	35.22	0.12	0.00	-3.89
4,090.00	1.80	202.90	4,089.27	15.63	29.82	32.67	0.40	0.00	12.92
4,186.00	1.90	207.50	4,185.22	12.83	28.49	29.83	0.19	0.10	4.79
4,281.00	1.80	203.00	4,280.17	10.06	27.18	27.01	0.19	-0.11	-4.74
4,376.00	1.80	189.40	4,375.13	7.21	26.36	24.50	0.45	0.00	-14.32
4,471.00	1.90	190.10	4,470.08	4.19	25.84	22.11	0.11	0.11	0.74
4,566.00	1.80	197.60	4,565.03	1.22	25.11	19.59	0.28	-0.11	7.89
4,662.00	2.40	192.30	4,660.96	-2.18	24.23	16.67	0.66	0.62	-5.52
4,758.00	2.80	190.90	4,756.87	-6.45	23.36	13.19	0.42	0.42	-1.46
4,854.00	1.90	190.60	4,852.78	-10.32	22.62	10.07	0.94	-0.94	-0.31
4,949.00	2.10	176.60	4,947.73	-13.60	22.43	7.75	0.55	0.21	-14.74
5,044.00	2.30	188.70	5,042.66	-17.23	22.25	5.21	0.53	0.21	12.74
5,140.00	2.10	195.50	5,138.59	-20.82	21.49	2.25	0.34	-0.21	7.08
5,235.00	2.30	194.30	5,233.52	-24.35	20.55	-0.79	0.22	0.21	-1.26
5,330.00	1.90	190.30	5,328.45	-27.75	19.80	-3.61	0.45	-0.42	-4.21
5,425.00	1.90	185.10	5,423.40	-30.86	19.38	-6.00	0.18	0.00	-5.47
5,519.00	1.80	185.60	5,517.35	-33.89	19.09	-8.21	0.11	-0.11	0.53
5,614.00	1.80	189.00	5,612.30	-36.84	18.71	-10.46	0.11	0.00	3.58
5,710.00	1.30	175.30	5,708.27	-39.42	18.57	-12.28	0.64	-0.52	-14.27
5,805.00	1.50	191.10	5,803.24	-41.71	18.42	-13.91	0.46	0.21	16.63
5,901.00	1.60	188.10	5,899.21	-44.27	17.99	-15.94	0.13	0.10	-3.12
5,995.00	1.20	171.70	5,993.18	-46.55	17.94	-17.48	0.60	-0.43	-17.45
6,091.00	1.30	132.80	6,089.16	-48.28	18.89	-17.92	0.87	0.10	-40.52
6,186.00	1.30	152.10	6,184.13	-49.96	20.18	-18.07	0.46	0.00	20.32
6,282.00	1.40	161.90	6,280.11	-52.04	21.06	-18.80	0.26	0.10	10.21
6,386.00	1.20	164.20	6,384.08	-54.30	21.75	-19.78	0.20	-0.19	2.21
6,472.00	1.20	189.40	6,470.06	-56.05	21.85	-20.87	0.61	0.00	29.30
6,567.00	1.80	196.90	6,565.03	-58.46	21.25	-22.91	0.66	0.63	7.89
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7,044.00	2.00	195.60	7,041.77	-73.32	16.49	-36.33	0.24	0.21	-3.58

Sharewell Energy Services, LP

Survey Report



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Database: EDM 5000.1 Single User Db


Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
7,140.00	2.20	208.50	7,137.71	-76.55	15.16	-39.47	0.53	0.21	13.44
7,235.00	2.20	196.80	7,232.64	-79.90	13.77	-42.74	0.47	0.00	-12.32
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7,617.00	1.90	204.20	7,614.43	-91.49	8.94	-54.04	0.24	0.11	6.84
7,713.00	1.90	205.30	7,710.38	-94.38	7.61	-56.96	0.04	0.00	1.15
7,808.00	1.60	196.30	7,805.33	-97.08	6.57	-59.53	0.43	-0.32	-9.47
7,904.00	1.70	197.40	7,901.29	-99.72	5.76	-61.88	0.11	0.10	1.15
7,999.00	1.70	197.80	7,996.25	-102.41	4.91	-64.30	0.01	0.00	0.42
8,094.00	1.70	192.90	8,091.21	-105.12	4.17	-66.66	0.15	0.00	-5.16
8,190.00	1.70	199.00	8,187.17	-107.86	3.39	-69.06	0.19	0.00	6.35
8,285.00	2.00	199.90	8,282.12	-110.75	2.36	-71.75	0.32	0.32	0.95
8,380.00	1.80	180.70	8,377.07	-113.80	1.78	-74.21	0.70	-0.21	-20.21
Last Sharewell Survey									
8,423.00	1.80	183.70	8,420.05	-115.15	1.73	-75.14	0.22	0.00	6.98
Proj. to Bit									
8,477.00	1.80	183.70	8,474.02	-116.84	1.62	-76.35	0.00	0.00	0.00

Survey Annotations

Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates		Comment
		+N/-S (usft)	+E/-W (usft)	
943.00	942.86	11.60	7.82	First Sharewell Survey
8,423.00	8,420.05	-115.15	1.73	Last Sharewell Survey
8,477.00	8,474.02	-116.84	1.62	Proj. to Bit

Checked By: _____ Approved By: _____ Date: _____

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49319
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		8. WELL NAME and NUMBER: THREE RIVERS 16-41-820
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0660 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 16 Township: 08.0S Range: 20.0E Meridian: S		9. API NUMBER: 43047521100000
9. FIELD and POOL or WILDCAT: THREE RIVERS		COUNTY: UINTAH
STATE: UTAH		
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 10/1/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION </div> </div>	
	OTHER: Central Tank Facility	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">NEW CENTRAL TANK FACILITY: Three Rivers CTB ST ML-49319 See Attached for Proposal and Allocation Diagram</p> </div> <div style="width: 35%; text-align: right;"> <p style="color: red; font-weight: bold;">Approved by the Utah Division of Oil, Gas and Mining</p> <p style="color: red; font-weight: bold;">Date: <u>October 08, 2013</u></p> <p style="color: red; font-weight: bold;">By: <u></u></p> </div> </div>		
NAME (PLEASE PRINT) Cindy Turner		PHONE NUMBER 720 746-5209
SIGNATURE N/A		TITLE Project Manager
DATE 9/11/2013		

AXIA THREE RIVERS CENTRAL TANK FACILITY

Axia Energy, LLC submits the following documentation as follow-up to verbal and email approval to commingle certain wells with common interests per attached diagram.

Allocation Proposal:

Each well that comes on will be set-up and plumbed individually with (2) 500 bbl oil tanks and (1) 500 bbl water tank for each producing well.

When production on a well basis exceeds current individual well storage, production would be gauged and an internal run ticket would be generated. The oil would then be shipped to the centralized tank facilities per attached allocation diagram.

Oil Sales from Centralized Storage Facility would be allocated back to the applicable well on a first in-first out basis and quantity would be based on the run ticket generated when the oil is sold to oil purchaser.

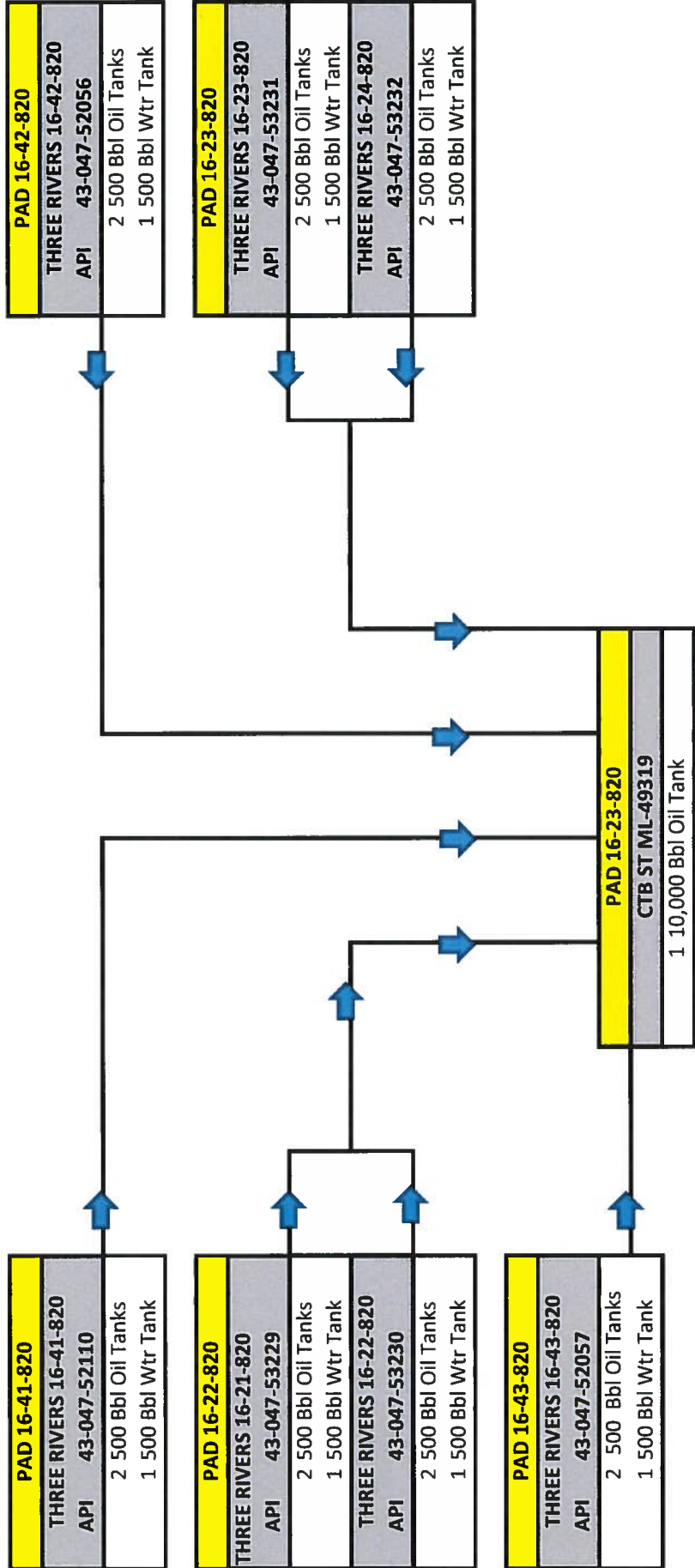
Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal run tickets attached.

EFFECTIVE DATE: October 1, 2013

NAME: THREE RIVERS CTB ST ML-49319
DESC: THREE RIVERS WELLS IN SECTION 16 OF TOWNSHIP 8S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY
BASED ON COMMON INTEREST/LEASE NO
LEASE: STATE LEASE ML-49319



When well tanks get full and we are unable to sell, we would move the oil to the central facility for storage/sales using an internal run ticket. Sales from the Central Tank Battery would be allocated back to the wells on a first in - first out basis.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Ultra Petroleum Inc. Operator Account Number: N 4045
Address: 116 Inverness Drive East Suite 400
city Denver
state CO zip 80112 Phone Number: (307) 367-5041

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
	Multiple Wells						Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
D	See List	19892				8/10/15	
Comments: Assign multiple wells to a new common entity number. List of wells attached. <u>TR16 CTB North</u>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
D	See List	19893				8/10/15	
Comments: <u>TR16 CTB South</u>							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
Comments:							

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Jasmine Allison

Name (Please Print)



Signature

Sr. Permitting Analyst

8/6/2015

Title

Date

WellCode	WellName	API	Current Entity Number	QtrQtr	Section	Township	Range	County	SpudDate
TR16 CTB North									
TR16-11-820	THREE RIVERS 16-11-820	4304753474	19262	SWNW	16 8S	20E	UINTAH	28-Dec-13	
TR16-11T-820	THREE RIVERS 16-11T-820	4304754352	19557	NWNW	16 8S	20E	UINTAH	29-Jun-14	
TR16-12-820	THREE RIVERS 16-12-820	4304753475	19263	SWNW	16 8S	20E	UINTAH	06-Jan-14	
TR16-12T-820	THREE RIVERS 16-12T-820	4304754353	19558	NWNW	16 8S	20E	UINTAH	23-Jun-14	
TR16-21-820	THREE RIVERS 16-21-820	4304753229	19024	NENW	16 8S	20E	UINTAH	25-May-13	
TR16-21T-820	THREE RIVERS 16-21T-820	4304754364	19578	SENW	16 8S	20E	UINTAH	30-Jul-14	
TR16-22A-820	THREE RIVERS 16-22A-820	4304754365	19579	SENW	16 8S	20E	UINTAH	26-Jul-14	
TR16-31-820	THREE RIVERS 16-31-820	4304753495	19269	NWNE	16 8S	20E	UINTAH	13-Jan-14	
TR16-41-820	THREE RIVERS 16-41-820	4304752110	18356	NENE	16 8S	20E	UINTAH	31-Jan-12	
TR16-42L-820	THREE RIVERS 16-42L-820	4304754269	19491	SENE	16 8S	20E	UINTAH	20-Jul-14	
TR16-42T-820	THREE RIVERS 16-42T-820	4304754292	19471	NENE	16 8S	20E	UINTAH	06-May-14	
TR16-44T-820	THREE RIVERS 16-44T-820	4304754356	19561	SENE	16 8S	20E	UINTAH	15-Jul-14	
TR16 CTB South									
TR16-13T-820	THREE RIVERS 16-13T-820	4304754339	19492	NWSW	16 8S	20E	UINTAH	02-Jun-14	
TR16-14T-820	THREE RIVERS 16-14T-820	4304754340	19493	NWSW	16 8S	20E	UINTAH	06-Jun-14	
TR16-22-820	THREE RIVERS 16-22-820	4304753230	18961	NENW	16 8S	20E	UINTAH	31-May-13	
TR16-23-820	THREE RIVERS 16-23-820	4304753231	19037	SESW	16 8S	20E	UINTAH	15-Jun-13	
TR16-24-820	THREE RIVERS 16-24-820	4304753232	19038	SESW	16 8S	20E	UINTAH	08-Jun-13	
TR16-26T-820	THREE RIVERS 16-26T-820	4304754351	19556	NESW	16 8S	20E	UINTAH	16-Jul-14	
TR16-32-820	THREE RIVERS 16-32-820	4304753494	19185	SWNE	16 8S	20E	UINTAH	27-Sep-13	
TR16-32T-820	THREE RIVERS 16-32T-820	4304754290	19470	NWNE	16 8S	20E	UINTAH	01-May-14	
TR16-33-820	THREE RIVERS 16-33-820	4304753496	19161	SWNE	16 8S	20E	UINTAH	12-Nov-13	
TR16-33T-820	THREE RIVERS 16-33T-820	4304754354	19559	NWSE	16 8S	20E	UINTAH	04-Jul-14	
TR16-34-820	THREE RIVERS 16-34-820	4304753472	19278	SWSE	16 8S	20E	UINTAH	24-Jun-14	
TR16-34T-820	THREE RIVERS 16-34T-820	4304754355	19560	NWSE	16 8S	20E	UINTAH	11-Jul-14	
TR16-36T-820	THREE RIVERS 16-36T-820	4304754289	19529	SESE	16 8S	20E	UINTAH	16-Jun-14	
TR16-43-820	THREE RIVERS 16-43-820	4304752057	18683	NESE	16 8S	20E	UINTAH	09-Aug-12	
TR16-44-820	THREE RIVERS 16-44-820	4304753473	19268	SESE	16 8S	20E	UINTAH	19-Jun-14	
TR16-46T-820	THREE RIVERS 16-46T-820	4304754348	19530	SESE	16 8S	20E	UINTAH	11-Jun-14	